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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ **Do not enter Social Security numbers on this form as it may be made public. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
SMITH RUSSELL & VERA PRIVATE FDN 1035004163

A Employer identification number
39-1744162

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

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

City or town, state or province, country, and ZIP or foreign postal code
LA CROSSE, WI 54601

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5,615,101

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

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

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

		Line	**(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	120,510	120,510		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	298,905			
	b	Gross sales price for all assets on line 6a 1,966,831				
	7	Capital gain net income (from Part IV, line 2)		298,905		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	1,686	1,686		
	12	**Total.** Add lines 1 through 11	421,101	421,101		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	29,689	29,689		
	14	Other employee salaries and wages		0	0	0
	15	Pension plans, employee benefits		0	0	
	16a	Legal fees (attach schedule)				0
	b	Accounting fees (attach schedule)	1,100	0	0	1,100
	c	Other professional fees (attach schedule)	16,660	16,660		0
	17	Interest				0
	18	Taxes (attach schedule) (see instructions)	1,672	1,672		0
	19	Depreciation (attach schedule) and depletion	0	0		
	20	Occupancy				
	21	Travel, conferences, and meetings		0	0	
	22	Printing and publications		0	0	
	23	Other expenses (attach schedule)	158			158
	24	**Total operating and administrative expenses.** Add lines 13 through 23	49,279	48,021	0	1,258
	25	Contributions, gifts, grants paid	237,683			237,683
	26	**Total expenses and disbursements.** Add lines 24 and 25	286,962	48,021	0	238,941
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	134,139			
	b	**Net investment income** (if negative, enter -0-)		373,080		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	990	-74	-74
	2	Savings and temporary cash investments	106,259	71,827	71,827
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶		0	0
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			0
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	4,324,293	4,493,407	5,543,348
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	4,431,542	4,565,160	5,615,101
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,431,542	4,565,160	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,431,542	4,565,160	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,431,542	4,565,160	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,431,542
2	Enter amount from Part I, line 27a	2	134,139
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	4,565,681
5	Decreases not included in line 2 (itemize) ▶	5	521
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,565,160

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	See Additional Data Table			
b				
c				
d				
e				

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	298,905
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	235,393	4,778,856	0 049257
2011	213,253	4,869,837	0 043791
2010	191,870	4,505,750	0 042583
2009	225,978	3,842,734	0 058807
2008	278,609	4,406,480	0 063227

2	**Total** of line 1, column (d).	2	0 257665
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 051533
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	5,153,769
5	Multiply line 4 by line 3.	5	265,589
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	3,731
7	Add lines 5 and 6.	7	269,320
8	Enter qualifying distributions from Part XII, line 4.	8	238,941

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	7,462
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	7,462
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	7,462
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	5,368		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	0		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,368
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,094
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 2014 estimated tax** ▶ 0 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions). — 11 — No

12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) — 12 — No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? — 13 — Yes

Website address ▶

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

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

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

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

		Yes	No
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

1a During the year did the foundation (either directly or indirectly)

(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No

(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No

(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No

b If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? — 1b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? — 1c — No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No

If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions) — 2b — No

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here

▶ 20____ , 20____ , 20____ , 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No

b If "Yes," did it have excess business holdings in 2013 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 2013.)* — 3b

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? — 4a — No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? — 4b — No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Trust Point Inc 230 Front Street North La Crosse, WI 54601	Director 1	28,689		
George E Smith 1334 Nakomis Avenue La Crosse, WI 54601	Director 1	1,000		
Darwin Isaacson 230 Front Street North La Crosse, WI 54601	Director 1	0		
Mark Chamberlain 230 Front Street North La Crosse, WI 54601	Director 1	0		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . . ▶	0

Part IX-A Summary of Direct Charitable Activities

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes			
a	Average monthly fair market value of securities		1a	5,232,253
b	Average of monthly cash balances		1b	0
c	Fair market value of all other assets (see instructions)		1c	0
d	**Total** (add lines 1a, b, and c)		1d	5,232,253
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	5,232,253
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	78,484
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	5,153,769
6	**Minimum investment return.** Enter 5% of line 5		6	257,688

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	257,688
2a	Tax on investment income for 2013 from Part VI, line 5	2a 7,462		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	7,462
3	Distributable amount before adjustments Subtract line 2c from line 1		3	250,226
4	Recoveries of amounts treated as qualifying distributions		4	0
5	Add lines 3 and 4		5	250,226
6	Deduction from distributable amount (see instructions)		6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	250,226

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	238,941
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	238,941
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	238,941

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					250,226
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.				228,983	
b Total for prior years 2011 , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2013					
a From 2008.	0				
b From 2009.	0				
c From 2010.	0				
d From 2011.	0				
e From 2012.	0				
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 238,941					
a Applied to 2012, but not more than line 2a				228,983	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2013 distributable amount.					9,958
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					240,268
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		0			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2009. . . .	0				
b Excess from 2010. . . .	0				
c Excess from 2011. . . .	0				
d Excess from 2012. . . .	0				
e Excess from 2013. . . .	0				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	**(e) Total**
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

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

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

c Any submission deadlines

None

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

La Crosse County, WI as preferred area of participation

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				237,683
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	120,510	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	298,905	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				421,101	

13 Total. Add line 12, columns (b), (d), and (e). **13** 421,101

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

****** | 2014-04-30 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
TRUST POINT INC				
Firm's name	TRUST POINT INC		Firm's EIN	
Firm's address	230 FRONT STREET NORTH La Crosse, WI 54601		Phone no (608) 782-1148	

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
301 APACHE CORP		2011-12-28	2013-02-15
622 ARM HOLDINGS PLC SPONSORED ADR		2011-12-28	2013-02-15
295 COACH INC		2011-10-10	2013-02-15
493 COMMUNITY TRUST BANCORP INC		2012-04-03	2013-02-15
817 ENERSIS SA		2011-12-28	2013-02-15
633 GENERAL ELECTRIC CO		2011-07-25	2013-02-15
267 KOHLS CORP		2012-10-22	2013-02-15
413 MEAD JOHNSON NUTRITION CO		2012-12-11	2013-02-15
682 POLYONE CORP		2012-12-06	2013-02-15
239 QUEST DIAGNOSTICS INC		2012-10-22	2013-02-15
501 SCHOLASTIC CORP		2012-08-21	2013-02-15
315 3D SYSTEMS CORP		2012-12-06	2013-02-15
779 WERNER ENTERPRISES INC		2012-04-03	2013-02-15
580 ALTERRA CAPITAL HOLDINGS LTD		2012-04-03	2013-02-15
752 BANCO LATINOAMERICANO DE COMERCIO EXTERI		2012-04-03	2013-02-15
6449 989 DELAWARE EMERGING MARKETS I		2012-08-21	2013-03-27
4222 932 DELAWARE EMERGING MARKETS I		2011-03-22	2013-03-27
44 AT&T INC		2012-12-06	2013-04-04
982 AT&T INC		2011-10-10	2013-04-04
455 AGILENT TECHNOLOGIES INC		2012-12-11	2013-04-04
273 ALLSTATE CORP		2011-10-10	2013-04-04
349 BCE INC		2011-12-28	2013-04-04
282 BANK OF NOVA SCOTIA		2012-04-03	2013-04-04
150 BAYER AG SPONSORED ADR		2012-12-06	2013-04-04
211 BED BATH & BEYOND INC		2012-12-06	2013-04-04
345 CAPITAL ONE FINANCIAL CORP		2011-07-25	2013-04-04
385 CENTURYTEL INC		2011-12-28	2013-04-04
550 CHEESECAKE FACTORY INC		2009-06-02	2013-04-04
364 CHICAGO BRIDGE & IRON CO NV		2012-04-03	2013-04-04
1288 CHICOS FAS INC		2011-12-28	2013-04-04

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
680 EBIX INC		2012-04-03	2013-04-04
1217 ELECTRO SCIENTIFIC INDUSTRIES INC		2012-12-06	2013-04-04
7 EXXON MOBIL CORP		2012-12-06	2013-04-04
154 EXXON MOBIL CORP		2010-10-26	2013-04-04
395 FORWARD AIR CORP		2013-02-15	2013-04-04
29 GLAXO WELLCOME PLC SPONSORED ADR		2012-12-06	2013-04-04
312 GLAXO WELLCOME PLC SPONSORED ADR		2011-12-28	2013-04-04
716 GROUP CGI INC CLASS A		2012-04-03	2013-04-04
288 HSBC HOLDINGS PLC SPONSORED ADR		2012-10-22	2013-04-04
264 HEINZ (H J) CO		2011-12-28	2013-04-04
1289 INNERWORKINGS INC		2012-08-21	2013-04-04
394 KOPPERS HOLDINGS INC		2012-12-06	2013-04-04
453 MONDELEZ INTERNATIONAL INC		2011-10-10	2013-04-04
264 MOSAIC CO NEW		2012-10-22	2013-04-04
592 PAREXEL INTERNATIONAL CORP		2012-04-03	2013-04-04
1131 REX ENERGY CORP		2012-12-11	2013-04-04
50 SOUTHERN CO		2013-02-15	2013-04-04
308 SOUTHERN CO		2011-12-28	2013-04-04
465 UNITED OVERSEAS BANK ADR		2012-10-22	2013-04-04
55 VODAFONE GROUP PLC NEW		2012-12-06	2013-04-04
514 VODAFONE GROUP PLC NEW		2011-12-28	2013-04-04
15 WAL MART STORES INC		2012-12-06	2013-04-04
281 WAL MART STORES INC		2011-08-31	2013-04-04
367 WELLS FARGO & CO		2012-04-03	2013-04-04
219 STRATASYS LTD		2012-08-21	2013-04-04
1779 368 VANGUARD CONVERTIBLE SEC		2005-09-13	2013-04-19
279 CLECO CORP		2012-04-03	2013-05-01
1076 COMPANHIA ENERGETICA DE MINAS GERAIS		2012-12-06	2013-05-01
162 JOHNSON & JOHNSON CO		2012-04-03	2013-05-01
893 MAXWELL TECHNOLOGIES INC		2012-04-03	2013-05-01

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
52 MITSUI & CO LTD SPONSORED ADR		2012-08-21	2013-05-01
555 NIPPON TELEGRAPH & TELEPHONE ADR		2012-04-03	2013-05-01
345 REXAM PLC		2012-10-22	2013-05-01
291 RIO TINTO PLC SPONSORED ADR		2011-12-28	2013-05-01
567 5 ROLLINS INC		2013-04-04	2013-05-01
5 ROLLINS INC		2008-03-10	2013-05-01
10 ROYAL DUTCH SHELL PLC B		2012-12-06	2013-05-01
188 ROYAL DUTCH SHELL PLC B		2011-12-28	2013-05-01
674 SANDY SPRING BANCORP INC		2013-02-15	2013-05-01
216 VANGUARD LARGE CAP ETF		2011-10-10	2013-05-01
829 VANGUARD LARGE CAP ETF		2013-04-04	2013-05-01
120 HERBALIFE LTD		2013-02-15	2013-05-01
228 HERBALIFE LTD		2012-04-03	2013-05-01
156 ACTAVIS INC		2009-01-28	2013-07-09
308 ADOBE SYSTEMS INC		2013-04-04	2013-07-09
154 ALLERGAN INC		2012-10-22	2013-07-09
322 AMERICAN TOWER CORP		2011-10-10	2013-07-09
572 BB&T CORP		2012-04-03	2013-07-09
281 BED BATH & BEYOND INC		2013-02-15	2013-07-09
7 BRISTOL-MYERS SQUIBB CO		2011-12-28	2013-07-09
146 CANADIAN NATL RAILWAY CO		2011-08-31	2013-07-09
280 CASS INFORMATION SYSTEMS INC		2012-04-03	2013-07-09
230 CITRIX SYSTEMS INC		2012-12-06	2013-07-09
142 COCA COLA CO		2012-04-03	2013-07-09
350 COLGATE-PALMOLIVE CO		2009-08-07	2013-07-09
373 COMCAST CORP CLASS A (NEW)		2012-12-06	2013-07-09
1063 COMPANHIA ENERGETICA DE MINAS GERAIS		2012-12-06	2013-07-09
737 COMPANHIA PARANAENSE DE ENERGIA ADR		2011-10-10	2013-07-09
192 COMSTOCK RESOURCES INC		2013-05-01	2013-07-09
104 COSTAR GROUP INC		2012-04-03	2013-07-09

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
382 DOLLAR TREE INC		2011-12-28	2013-07-09
150 EXXON MOBIL CORP		2012-12-06	2013-07-09
306 FARO TECHNOLOGIES INC		2011-12-28	2013-07-09
283 FASTENAL CO		2013-02-15	2013-07-09
103 INTERNATIONAL BUSINESS MACHINES CORP		2011-10-10	2013-07-09
31 INTUITIVE SURGICAL INC		2012-04-03	2013-07-09
225 LAUDER ESTEE COS INC CLASS A		2012-10-22	2013-07-09
50 LILLY (ELI) & CO		2012-04-03	2013-07-09
413 MICROSOFT CORP		2009-07-29	2013-07-09
7 MILLER HERMAN INC		2012-04-03	2013-07-09
160 MONSANTO CO		2012-10-22	2013-07-09
45 PAREXEL INTERNATIONAL CORP		2013-05-01	2013-07-09
159 PRAXAIR INC		2010-08-05	2013-07-09
86 PRECISION CASTPARTS CORP		2012-10-22	2013-07-09
114 RUE21 INC		2013-05-01	2013-07-09
236 SAN DISK CORP		2011-03-22	2013-07-09
478 TJX COMPANIES INC		2012-04-03	2013-07-09
293 TRAVELERS COS INC		2012-04-03	2013-07-09
115 ULTIMATE SOFTWARE GROUP INC		2009-01-28	2013-07-09
233 UNITED PARCEL SERVICE		2011-08-31	2013-07-09
146 UNITED TECHNOLOGIES CORP		2009-07-17	2013-07-09
107 VF CORP		2012-04-03	2013-07-09
236 WINDSTREAM CORP		2013-05-01	2013-07-09
322 ACCENTURE PLC		2011-08-31	2013-07-09
796 AERCAP HOLDINGS NV		2011-10-10	2013-07-09
3 CHINA PETROLEUM & CHEMICAL CORP ADR		2011-08-31	2013-07-23
092 COMPANHIA ENERGETICA DE MINAS GERAIS		2012-12-06	2013-07-29
1110 315 PIMCO REAL RETURN I		2012-11-06	2013-08-05
1819 242 PIMCO REAL RETURN I		2011-01-28	2013-08-05
148 CONCUR TECHNOLOGIES INC		2012-04-03	2013-08-12

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

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	**(b)** How acquired P—Purchase D—Donation	**(c)** Date acquired (mo , day, yr)	**(d)** Date sold (mo , day, yr)
496 LKQ CORP		2011-10-10	2013-08-12
3 LILLY (ELI) & CO		2012-04-03	2013-08-12
316 VOLKSWAGEN AG SPONSORED ADR		2011-01-06	2013-08-12
252 CHECK POINT SOFTWARE		2009-08-07	2013-08-12
59 CASS INFORMATION SYSTEMS INC		2012-04-03	2013-08-22
213 GAMCO INVESTORS INC		2012-08-21	2013-09-10
395 SILICON MOTION TECHNOLOGY CORP		2013-07-09	2013-09-10
472 GREENWAY MEDICAL TECHNOLOGIES INC		2013-07-09	2013-11-20
5 NEOGEN CORP		2011-08-31	2013-11-25
CAPITAL GAIN DIVIDENDS	P		

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
23,204		23,734	-530
27,087		16,915	10,172
14,219		17,570	-3,351
16,890		15,899	991
15,722		14,183	1,539
14,711		12,108	2,603
12,271		13,991	-1,720
32,531		28,528	4,003
15,728		13,810	1,918
13,644		14,134	-490
15,456		15,912	-456
18,714		14,047	4,667
18,368		19,596	-1,228
17,916		13,571	4,345
18,256		15,899	2,357
95,008		87,800	7,208
62,204		37,213	24,991
1,662		1,485	177
37,101		28,380	8,721
18,700		17,909	791
13,519		6,708	6,811
16,113		14,169	1,944
16,046		15,788	258
15,885		14,124	1,761
13,542		12,213	1,329
18,972		17,074	1,898
13,802		14,149	-347
20,713		9,531	11,182
20,802		16,014	4,788
22,643		14,369	8,274

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
11,125		16,107	-4,982
13,144		14,011	-867
628		615	13
13,813		10,202	3,611
14,509		14,883	-374
1,361		1,260	101
14,647		14,227	420
18,608		15,854	2,754
15,189		14,267	922
19,058		14,271	4,787
18,281		16,295	1,986
16,934		13,909	3,025
13,703		10,136	3,567
15,602		14,206	1,396
23,353		15,694	7,659
17,689		13,808	3,881
2,356		2,202	154
14,516		14,297	219
15,312		14,262	1,050
1,550		1,427	123
14,490		14,156	334
1,141		1,074	67
21,384		14,950	6,434
13,637		12,603	1,034
15,461		15,069	392
23,523		24,508	-985
13,621		11,029	2,592
13,654		18,968	-5,314
13,707		10,648	3,059
5,054		15,782	-10,728

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
14,050		15,863	-1,813
13,807		13,429	378
13,638		12,818	820
13,106		13,956	-850
13,733		13,438	295
12		6	6
700		695	5
13,151		14,139	-988
13,422		13,169	253
15,717		11,727	3,990
60,320		56,207	4,113
4,781		4,862	-81
9,083		16,066	-6,983
19,621		4,243	15,378
14,493		13,533	960
13,441		14,119	-678
23,383		17,910	5,473
19,991		18,008	1,983
21,212		16,214	4,998
311		246	65
14,368		10,824	3,544
14,149		10,219	3,930
14,707		13,869	838
5,786		5,232	554
20,639		11,478	9,161
15,934		13,883	2,051
9,301		11,407	-2,106
9,655		14,073	-4,418
3,067		3,094	-27
14,349		7,138	7,211

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,108		16,057	4,051
13,947		13,178	769
11,476		14,194	-2,718
13,360		14,977	-1,617
19,714		19,144	570
12,626		16,965	-4,339
14,917		14,020	897
2,573		2,013	560
14,162		9,500	4,662
200		158	42
16,203		14,110	2,093
2,154		1,960	194
18,617		14,037	4,580
20,133		14,143	5,990
4,758		3,593	1,165
14,120		10,318	3,802
24,473		18,938	5,535
23,985		17,334	6,651
14,245		1,684	12,561
21,036		15,748	5,288
14,344		7,489	6,855
21,179		16,005	5,174
1,865		2,032	-167
23,902		16,962	6,940
14,237		8,164	6,073
22		23	-1
1		1	
12,547		14,001	-1,454
20,557		20,648	-91
14,942		8,467	6,475

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

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
15,019		6,904	8,115
161		121	40
14,983		9,338	5,645
14,813		6,882	7,931
33		22	11
15,208		9,915	5,293
4,724		4,336	388
9,605		5,125	4,480
24		12	12
			7,452

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-530
			10,172
			-3,351
			991
			1,539
			2,603
			-1,720
			4,003
			1,918
			-490
			-456
			4,667
			-1,228
			4,345
			2,357
			7,208
			24,991
			177
			8,721
			791
			6,811
			1,944
			258
			1,761
			1,329
			1,898
			-347
			11,182
			4,788
			8,274

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-4,982
			-867
			13
			3,611
			-374
			101
			420
			2,754
			922
			4,787
			1,986
			3,025
			3,567
			1,396
			7,659
			3,881
			154
			219
			1,050
			123
			334
			67
			6,434
			1,034
			392
			-985
			2,592
			-5,314
			3,059
			-10,728

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-1,813
			378
			820
			-850
			295
			6
			5
			-988
			253
			3,990
			4,113
			-81
			-6,983
			15,378
			960
			-678
			5,473
			1,983
			4,998
			65
			3,544
			3,930
			838
			554
			9,161
			2,051
			-2,106
			-4,418
			-27
			7,211

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			4,051
			769
			-2,718
			-1,617
			570
			-4,339
			897
			560
			4,662
			42
			2,093
			194
			4,580
			5,990
			1,165
			3,802
			5,535
			6,651
			12,561
			5,288
			6,855
			5,174
			-167
			6,940
			6,073
			-1
			-1,454
			-91
			6,475

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			8,115
			40
			5,645
			7,931
			11
			5,293
			388
			4,480
			12

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Viterbo University 900 VITERBO DRIVE La Crosse, WI 54601	NONE	PUBLIC	BROPHY CENTER RENOVATION	51,333
La Crosse Community Theatre 428 FRONT STREET SOUTH La Crosse, WI 54601	NONE	PUBLIC	LYCHE THEATRE ACTOR	1,000
Western Technical College Fdn 400 SEVENTH STREET NORTH La Crosse, WI 54601	NONE	PUBLIC	RUSSELL AND VERA SMITH	5,000
YMCA 1140 MAIN STREET La Crosse, WI 54601	NONE	PUBLIC	STRONG KIDS CAMPAIGN	3,500
First Presbyterian Church 233 WEST AVENUE SOUTH La Crosse, WI 54601	NONE	PUBLIC	FACILITY MAINTENANCE	7,000
Catholic Charities 3710 EAST AVENUE SOUTH La Crosse, WI 54601	NONE	PUBLIC	LA CROSSE WARMING CENTER	5,000
La Crosse County Historical Society PO BOX 1272 La Crosse, WI 54602	NONE	PUBLIC	EDUCATION	1,000
Great Rivers United Way Inc 1855 EAST MAIN Onalaska, WI 54650	NONE	PUBLIC	2013-2014 CAMPAIGN, 2012	15,000
Salvation Army PO BOX 156 La Crosse, WI 54602	NONE	PUBLIC	HUMANITARIAN	4,000
UW-L Foundation PO BOX 1148 La Crosse, WI 54602	NONE	PUBLIC	SCHOLARSHIPS	29,550
La Crosse Community Foundation 300 2ND STREET NORTH SUITE 320 La Crosse, WI 54601	NONE	PUBLIC	LA CROSSE PROMISE FUTURE	50,000
Myrick Hixon EcoPark 789 MYRICK PARK DRIVE La Crosse, WI 54601	NONE	PUBLIC	EDUCATION	50,000
Neighborhood City Church 525 SOUTH 7TH STREET La Crosse, WI 54601	NONE	PUBLIC	NEIGHBORHOOD BLOCK PARTY	1,000
Jazz In The Park UW-La Crosse 1725 STATE STREET La Crosse, WI 54601	NONE	PUBLIC	2013 SERIES CONCERTS	3,500
La Crosse Symphony Orchestra 201 MAIN STREET SUITE 230 La Crosse, WI 54601	NONE	PUBLIC	2013-2014 LSO CONCERT	1,500
Total . . . . ▶ **3a**				237,683

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Blue Stars Drum & Bugle Corps PO BOX 2523 La Crosse, WI 54602	NONE	PUBLIC	2013 ANNUAL CAMPAIGN	1,500
Valley View Rotary Club PO BOX 545 La Crosse, WI 54602	NONE	PUBLIC	2013 NOON TUNES	2,000
Junior Achievement 505 DEWEY STREET SOUTH Eau Claire, WI 54701	NONE	PUBLIC	OPERATIONS, 2013 BUSINESS	4,000
United Fund for the Arts and Humanities 119 KING STREET La Crosse, WI 54601	NONE	PUBLIC	2013 CAMPAIGN	1,800
Total . . . . ▶ **3a**				237,683

TY 2013 Accounting Fees Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

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

TY 2013 Other Assets Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
FEDERATED TAX-FREE OBLIGATIONS		0	0
MANDAN ND PUB SCH DIST NO 1	52,170	51,315	52,122
SHAWSHEEN VY MA REGL VOCATION	51,591	51,070	52,358
PENNSYLVANIA ST 4%	102,194	100,745	100,275
WATERLOO IA 4%	52,172	51,317	52,462
DOUGLAS COUNTY NE SCHOOL	100,960	100,243	100,926
LAREDO TX 4 55%		0	0
WAUSAU WI SCHOOL DISTRICT	53,251	51,964	51,502
MONONA GROVE WI SCHOOL DIST	103,946	102,861	104,281
DU PAGE & COOK CNTYS IL ISD		0	0
CHICAGO IL MIDWAY AIRPORT	9,974	9,974	10,005
DREIHAUS ACTIVE INCOME FUND	155,000	180,000	179,818
GOLDMAN SACHS HIGH YIELD FUND		0	0
PIMCO REAL RETURN FUND	70,648	35,999	31,317
VANGUARD CONVERTIBLE SEC	24,508	0	0
AUTOLIV INC		0	0
BORG WARNER AUTOMOTIVE INC	14,232	14,232	24,936
NISSAN MOTOR CO LTD SPONSORED		0	0
VOLKSWAGEN AG SPONSORED ADR	16,165	6,826	12,535
COACH INC	17,570	22,736	22,003
TIME WARNER CABLE INC	15,989	15,989	32,520
BEACON ROOFING SUPPLY INC	6,809	6,809	21,510
FASTENAL CO		0	0
LKQ CORP	14,282	7,378	17,437
MITSUI & CO LTD SPONSORED ADR	15,863	0	0
CHEESECAKE FACTORY INC	9,531	0	0
CHICOS FAS INC	14,369	0	0
DOLLAR TREE INC	16,057	0	0
FRESH MARKET INC		6,558	4,982
KINGFISHER PLC ADR		0	0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
MC DONALDS CORP	12,648	12,648	20,570
STARBUCKS CORP		0	0
WAL MART STORES INC	28,697	12,673	13,928
WALGREEN CO		0	0
SIGNET JEWELERS LIMITED		0	0
AERCAP HOLDINGS NV	14,461	6,297	23,547
BEAM INC		0	0
COMPANHIA DE BEDIDAS DAS AMERI		0	0
FOMENTO ECONOMICO MEXICANO		0	0
HEINZ H J CO	14,271	0	0
KRAFT FOODS INC	18,982	18,982	24,260
SMUCKER JM CO		0	0
UNILEVER PLC ADR NEW		3,934	3,749
WEIS MARKETS INC		0	0
KIMBERLY CLARK CORP	15,603	15,603	22,146
COLGATE-PALMOLIVE CO	11,478	0	0
PROCTER & GAMBLE CO	16,419	16,419	19,457
ALTRIA GROUP INC	14,597	14,597	18,773
PHILLIP MORRIS INTL INC	15,173	15,173	16,990
APACHE CORP	23,734	0	0
CNOOC LTD SPONSORED ADR	11,753	11,753	16,889
CHEVRON CORP	27,947	27,947	41,720
CHINA PETROLEUM & CHEMICAL	14,912	14,890	16,105
CONOCOPHILLIPS	12,974	12,974	23,880
DEVON ENERGY CORP		0	0
EXXON MOBIL CORP	23,996	0	0
GAXPROM OAO ADR	13,997	13,997	11,131
HESS CORP	17,941	17,941	27,473
MARATHON OIL CORP		0	0
ROYAL DUTCH SHELL PLC B	27,970	13,135	14,196

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
TOTAL FINA SA SPONSORED ADR		14,784	16,911
HALLIBURTON CO		14,608	17,407
NATIONAL-OILWELL INC	18,944	18,944	22,746
SCHLUMBERGER LTD	26,696	26,696	29,646
CHEMED CORP	10,872	10,872	20,304
GRAND CANYON EDUCATION INC	15,633	15,633	32,395
MAXIMUS INC	14,243	14,243	22,171
RITCHIE BROS AUCTIONEERS INC	13,989	13,989	16,441
ROLLINS INC	15,572	15,744	20,219
ACCENTURE PLC	16,962	0	0
BANK NEW YORK MELLON CORP		0	0
CASS INFORMATION SYSTEMS INC	15,926	5,685	10,507
NATIONAL PENN BANCSHARES INC		6,212	6,571
OLD NATIONAL BANCORP		0	0
WELLS FARGO & CO	32,095	19,492	31,099
AMERICAN EXPRESS CO	17,275	17,275	33,116
CAPITAL ONE FINANCIAL CORP	17,074	0	0
GOLDMAN SACHS GROUP INC	14,147	14,147	27,653
JPMORGAN CHASE & CO	16,981	16,981	24,269
PORTFOLIO RECOVERY ASSOCIATES	15,441	15,441	24,888
T ROWE PRICE GROUP INC		0	0
GAYLORD ENTERTAINMENT CO		0	0
ALLSTATE CORP	14,029	7,322	16,253
ALLIED WORLD ASSURANCE HLDINGS		0	0
CBL & ASSOCIATES PROPERTIES		0	0
COUSINS PROPERTIES INC		0	0
PROVIDENT FINANCIAL SERVICES	14,290	14,290	17,697
UNITED FINANCIAL BANCORP INC		0	0
ABBOTT LABORATORIES		0	0
AMERISOURCEBERGEN CORP	13,976	13,976	34,663

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ASTRAZENECA GROUP PLC SPONS	23,688	23,688	31,882
BRISTOL MYERS SQUIBB CO	14,318	14,072	21,260
GLAXOSMITHKLINE PLC	27,961	12,473	15,323
MEAD JOHNSON NUTRITION CO	28,528	0	0
NEOGEN CORP	14,133	14,121	27,603
WATSON PHARMACEUTICALS	4,243	0	0
WARNER CHILCOTT PLC-A		0	0
INTEGRA LIFESCIENCES HOLDINGS		0	0
ABAXIS INC	15,645	15,645	16,125
HUMANA INC		0	0
IPC THE HOSPITALIST CO INC	13,776	13,776	19,005
LABORATORY CORP OF AMERICA HLD	14,024	14,024	14,893
MEDNAX INC	14,848	14,848	25,302
QUEST DIAGNOSTICS INC	14,134	0	0
ANGIODYNAMICS INC		0	0
BAXTER INTERNATIONAL INC	13,797	13,797	15,927
BECTON DICKINSON & CO		0	0
CEPHEID INC	5,342	5,342	29,683
ICU MEDICAL INC		4,789	4,014
ST JUDE MEDICAL INC		0	0
SCHEIN HENRY INC		0	0
TECHNE CORP		0	0
UNITED TECHNOLOGIES CORP	18,648	11,159	25,036
EMERSON ELECTRIC CO		0	0
HITACHI LTD SPONSORED ADR	13,947	13,947	21,130
DOVER CORP	10,027	10,027	30,796
GENERAL ELECTRIC CO	28,686	16,578	34,841
HONEYWELL INTERNATIONAL INC	13,987	13,987	20,650
LVMH MOET HENNESSY L V		0	0
DEERE & CO	14,278	14,278	15,252

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
CANADIAN NAT'L RAILWAY CO	19,425	8,600	13,229
FORWARD AIR CORP		4,738	5,137
HEARTLAND EXPRESS INC		0	0
UNITED PARCEL SERVICE	15,748	0	0
BAIDU COM INC ADR		0	0
EBAY INC	17,670	17,670	22,385
GOOGLE INC CLASS A	17,916	17,916	34,742
SOHU COM INC		0	0
CHECK POINT SOFTWARE	12,672	5,790	13,674
DEALERTRACK HOLDINGS INC	15,711	15,711	26,877
MICROSOFT CORP	17,452	7,953	16,348
ORACLE CORP	14,249	14,249	17,753
QUEST SOFTWARE INC		0	0
ULTIMATE SOFTWARE GROUP INC	4,438	2,753	28,805
VERINT SYSTEMS INC		6,369	7,686
AT&T INC	42,045	33,902	32,839
AMERICA MOVIL S A B DE C V		0	0
AMERICAN TOWER CORP CLASS A	17,910	0	0
ANIXTER INTERNATIONAL INC		0	0
BCE INC	14,169	5,712	6,017
CENTURYLINK INC	14,149	0	0
CISCO SYSTEMS INC		0	0
JUNIPER NETWORKS INC		0	0
NIPPON TELEGRAPH & TELEPHONE	23,913	10,483	12,655
PARTNER COMMUNICATIONS CO LTD		0	0
TELEFONICA BRASIL SA SP ADR		13,567	9,994
TELEFONICA DE ESPANA SA SPONS		0	0
TELENOR ASA		0	0
TIM PARTICIPACOES SA		0	0
VERIZON COMMUNICATIONS INC	16,911	16,911	22,899

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
VODAFONE GROUP PLC NEW	28,039	12,456	18,869
APPLE INC	17,584	63,529	90,324
EMC CORP	17,533	42,030	45,647
INT'L BUSINESS MACHINES CORP	19,144	0	0
SAN DISK CORP	16,307	5,990	9,664
TERADATA CORP DEL		0	0
BRADY CORP		0	0
FARO TECHNOLOGIES INC	14,194	0	0
GENTEX CORP		0	0
NATIONAL INSTRUMENTS CORP	9,303	9,303	20,621
ARM HOLDINGS PLC SPONSORED ADR	16,915	0	0
INTEL CORP	20,604	20,604	23,360
SEMTECH CORP	8,907	8,907	17,468
ASHLAND INC		0	0
BASF SE SPONSORED ADR		0	0
BAYER AG SPONSORED ADR	14,124	0	0
DU PONT E I DE NEMOURS & CO		0	0
POLYONE CORP	13,810	0	0
POTASH CORP OF SASKATCHWAN INC		0	0
PRAXAIR INC	14,037	0	0
FREEPORT MCMORAN COPPER & GOLD	22,199	22,199	21,738
PAN AMERICAN SILVER CORP		0	0
RIO TINTO PLC SPONSORED ADR	13,956	0	0
ROYAL DUTCH SHELL PLC SPONSOR		0	0
VALE SA-SP		0	0
DOMTAR CORP	14,211	14,211	17,830
COMPANHIA ENERGETICA DE MINAS	30,376	0	0
COMPANHIA PARANAENSE DE ENERGI	14,073	0	0
DOMINION RESOURCES INC NEW		0	0
DUKE ENERGY HOLDING CORP	14,328	14,328	14,975

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ENERSIS SA	14,183	0	0
NATIONAL GRID PLC SPONSORED AD	13,734	13,734	18,616
NEXTERA ENERGY INC	13,928	13,928	22,432
PORTLAND GENERAL ELECTRIC CO		5,611	5,466
PUBLIC SERVICE ENTERPRISE GRP	18,016	18,016	18,006
SOUTHERN CO	14,297	12,725	11,881
PIEDMONT NATURAL GAS CO		0	0
VANGUARD LARGE CAP ETF	39,551	0	0
ISHARES RUSSELL MID CAP ETF	135,531	243,212	331,756
MACERICH CO	5	5	7
WALTER INVESTMENT MGMT CORP		0	0
MUTUALHEDGE FRONTIER LEGENDS	150,000	0	0
PYXIS LONG/SHORT EQUITY FUND	150,000	0	0
DELAWARE EMERGING MARKETS	125,013	0	0
AGILENT TECHNOLOGIES INC	30,234	12,324	18,987
INVESCO CONVERTIBLE SECURITIES	50,000	143,434	161,807
ALLERGAN INC	14,119	0	0
ATHENAHEALTH INC	15,834	15,834	28,245
BB&T CORP	18,008	0	0
BANK OF MONTREAL	14,132	14,132	15,732
BANK OF NOVA SCOTIA	15,788	0	0
BED BATH & BEYOND INC	13,833	0	0
BIO-REFERENCE LABORATORIES INC	15,898	15,898	16,856
CBS CORP NEW	15,820	15,820	27,727
CLECO CORP	15,852	4,823	5,688
CHICAGO BRIDGE & IRON CO NV	16,014	0	0
CHINA MOBILE LTD ADR	15,896	15,896	15,269
CITRIX SYSTEMS INC	13,869	0	0
COCA COLA CO	21,370	16,138	18,094
COMCAST CORP CLASS A	13,883	0	0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
COMMUNITY TRUST BANCORP INC	15,899	0	0
CONCUR TECHNOLOGIES INC	15,791	7,323	13,207
COSTAR GROUP INC	15,787	8,648	23,257
CUMMINS INC	13,638	13,638	19,172
DIAGEO PLC SPONSORED ADR	15,772	15,772	21,320
DIGI INTERNATIONAL INC	15,328	15,328	16,968
EBIX INC	16,107	2,747	3,957
ELECTRO SCIENTIFIC INDUSTRIES	14,011	5,160	4,498
EXPRESS SCRIPTS HLDG CO	19,038	41,615	48,114
GAMCO INVESTORS INC	16,060	6,145	11,480
GROUP CGI INC CLASS A	15,854	0	0
HSBC HOLDINGS PLC SPONSORED	14,267	0	0
INNERWORKINGS INC	16,295	5,230	3,677
INTUITIVE SURGICAL INC	16,965	0	0
IVY HIGH INCOME	85,427	135,427	136,912
JOHNSON & JOHNSON CO	29,942	19,294	25,279
KOHLS CORP	13,991	0	0
KOPPERS HOLDINGS INC	13,909	5,256	6,039
LAUDER ESTEE COS INC CLASS A	14,020	0	0
LILLY ELI & CO	15,862	13,728	17,391
MAXWELL TECHNOLOGIES INC	15,782	0	0
MERCK & CO INC NEW	16,048	16,048	20,771
MILLER HERMAN INC	15,902	15,744	20,575
MONDELEZ INTERNATIONAL INC	10,136	0	0
MONSANTO CO	14,110	0	0
MOSAIC CO NEW	14,206	0	0
NETEASE COM INC	15,644	15,644	25,309
OIL CO LUKOIL SPONSORED ADR	16,392	16,392	16,387
PARXEL INTERNATIONAL CORP	15,694	0	0
PRECISION CATPARTS CORP	14,143	0	0

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
QUALCOMM INC	19,859	39,000	45,515
REX ENERGY CORP	13,808	5,165	5,479
REXAM PLC	14,177	22	26
SCHOLASTIC CORP	15,912	0	0
SYKES ENTERPRISES INC	14,073	14,073	22,355
TJX COMPANIES INC	18,938	0	0
TAIWAN SEMICONDUCTOR MFG SPON	14,254	14,254	16,184
3D SYSTEMS CORP	14,047	0	0
TRAVELERS COS INC	17,334	0	0
UNITED NATURAL FOODS INC	17,494	17,494	28,271
UNITED OVERSEAS BANK ADR	14,262	0	0
VF CORP	16,005	0	0
VALEO SA	15,672	15,672	33,415
WUXI PHARMATECH CAYMAN ADR	13,532	13,532	33,698
WERNER ENTERPRISES INC	19,596	0	0
ALTERRA CAPITAL HOLDINGS LTD	13,571	0	0
ENERGY XXI BERMUDA LTD	15,502	15,502	11,663
HERBALIFE LTD	16,066	10,859	21,092
VALIDUS HOLDINGS LTD	15,642	15,642	18,856
STRATASYS LTD	15,069	0	0
BANCO LATINOAMERICANO DE EXP	15,899	0	0
COPA HOLDINGS SA CLASS A	13,879	13,879	22,896
FLEXTRONICS INTERNATIONAL LTD	15,863	15,863	16,977
ACXIOM CORP		15,146	31,100
AMERICAN ELECTRIC POWER CO INC		3,756	3,926
AMERICAN INTERNATIONAL GROUP		13,496	18,174
BERKSHIRE HATHAWAY INC CL B		36,957	37,939
BIOMED REALTY TRUST		5,480	4,802
CABOT MICOELECTRONICS CORP		4,895	6,489
CATO CORP		4,744	6,201

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
COGNIZANT TECHNOLOGY SOLUTIONS		37,035	56,246
COLONY FINANCIAL INC		5,959	5,986
CYTEC INDUSTRIES INC		5,069	6,055
EATON VANCE FLOATING RATE		47,868	47,920
ECHO GLOBAL LOGISTICS INC		5,118	5,606
FEDERATED ULTRASHORT BOND		140,000	138,636
FIRST AMERICAN FINANCIAL CORP		4,486	5,640
FIVE BELOW INC		4,073	4,752
FOSTER LB CO		6,403	7,046
GILEAD SCIENCES INC		17,423	23,882
GLIMCHER REALTY TRUST		4,801	4,025
GRAY TELEVISION INC		5,354	9,240
HCP INC		4,629	3,741
HANGER INC		6,019	6,491
HIGHLAND LONG/SHORT EQUITY		175,000	197,803
HYSTER-YALE MATERIALS HANDLING		3,636	6,521
KAISER ALUMINUM CORP		4,587	5,057
KULICKE & SOFFA INDUSTRIES INC		4,108	4,855
LOOMIS SAYLES GLOBAL BOND		50,000	47,222
M&T BANK CORP		23,606	24,332
MID-AMERICA APARTMENT COMM		5,965	5,620
MOBILE MINI INC		13,382	20,261
MUELLER INDUSTRIES INC		5,162	6,049
EQUINOX MUTUALHEDGE FUTURES		175,000	162,443
OCCIDENTAL PETROLEUM CORP		14,641	16,262
OPPENHEIMER DEVELOPING MARKETS		181,785	196,821
PDC ENERGY INC		5,783	5,535
PIMCO FOREIGN BOND		100,000	96,073
PTC INC		5,492	7,467
PAPA JOHN'S INT'L INC		3,141	2,088

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PEGASYSTEMS INC		4,319	6,295
PEPSICO INC		4,055	4,064
PINNACLE WEST CAPITAL CORP		4,372	4,075
PIONER ENERGY SERVICES CORP		4,781	5,583
PIPER JAFFRAY COS		4,702	5,577
PRECISION DRILLING CORP		5,632	5,950
PRICELINE COM INC		16,973	22,086
QLOGIC CORP		3,790	4,211
REALTY INCOME CORP		4,763	4,106
RELIANCE STEEL & ALUMINUM CO		5,049	5,688
SK TELECOM CO LTD SPONSORED		14,700	20,681
SANDY SPRING BANCORP INC		6,721	9,697
SCHWAB CHARLES CORP		13,330	20,904
SCIQUEST INC		6,125	8,686
SENIOR HOUSING PROPERTIES		5,891	4,980
STERICYCLE INC		19,914	20,214
SUN COMMUNITIES INC		6,093	5,586
TATA MOTORS LTD		15,244	16,786
THOR INDUSTRIES INC		14,909	21,540
VARIAN MEDICAL SYSTEMS INC		21,983	25,793
VECTREN CORP		5,645	5,787
VERISK ANALYTICS INC CL A		19,813	21,162
VISA INC		19,686	23,381
WEBSTER FINANCIAL CORP		5,184	5,955
WESBANCO INC		5,856	6,528
MAIDEN HOLDINGS LTD		14,993	16,034
PERRIGO CO LTD		14,925	20,257
STEINER LEISURE LTD		4,979	4,329
AVAGO TECHNOLOGIES LTD		13,610	20,781

TY 2013 Other Decreases Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Description	Amount
ACCRUED INCOME/LOSS ADJUSTMENT	521

TY 2013 Other Expenses Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER NON-ALLOCABLE EXPENSE -	158	0		158

TY 2013 Other Income Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	1,686	1,686	

TY 2013 Other Professional Fees Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MGMT FEES-NOT SUBJE	16,660	16,660		

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TY 2013 Taxes Schedule

Name: SMITH RUSSELL & VERA PRIVATE FDN 1035004163

EIN: 39-1744162

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX PAID	1,460	1,460		0
FOREIGN TAXES ON QUALIFIED FOR	212	212		0