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

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

2013

For calendar year **2013**, or tax year beginning , **2013**, and ending

Name of foundation THE H. RUSSELL SMITH FOUNDATION		A Employer identification number 56-2283549
Number and street (or P O box number if mail is not delivered to street address) 4675 MACARTHUR COURT	Room/suite 540	B Telephone number (see the instructions) (626) 799-1182
City or town, state or province, country, and ZIP or foreign postal code NEWPORT BEACH CA 92660		C If exemption application is pending, check here. ▶ <input type="checkbox"/>
G Check all that apply		D 1 Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/>
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 12,831,208.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 (att sch)	26,215.			
	2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments.	88.	88.		
	4 Dividends and interest from securities.	193,762.	193,762.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	650,720.			
	b Gross sales price for all assets on line 6a	650,973.			
	7 Capital gain net income (from Part IV, line 2)		650,720.		
	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/(loss) (att sch)					
11 Other income (attach schedule)					
See Line 11 Stmt	134,466.	105,035.			
12 Total. Add lines 1 through 11.	1,005,251.	949,605.			
ADMINISTRATIVE AND EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule).				
	b Accounting fees (attach sch). L-16b Stmt.	9,080.	908.		8,172.
	c Other prof fees (attach sch) L-16c Stmt.	124,848.	51,566.		73,282.
	17 Interest.	14,122.	14,122.		
	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	8,640.	8,640.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy.				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	192,408.	191,935.		473.
	24 Total operating and administrative expenses. Add lines 13 through 23	349,098.	267,171.		81,927.
25 Contributions, gifts, grants paid	977,682.			977,682.	
26 Total expenses and disbursements. Add lines 24 and 25	1,326,780.	267,171.		1,059,609.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-321,529.				
b Net investment income (if negative, enter -0-).		682,434.			
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	73,778.	4,792.	4,792.
	2	Savings and temporary cash investments	682,115.	1,000,516.	1,000,516.
	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 sch) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U S and state government obligations (attach schedule)			
		b Investments — corporate stock (attach schedule)			
		c Investments — corporate bonds (attach schedule) L-10c Stmt	1,442,652.	1,792,702.	1,742,978.
	11	Investments — land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶				
12	Investments — mortgage loans				
13	Investments — other (attach schedule) L-13 Stmt	8,032,178.	7,076,688.	10,082,922.	
14	Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	10,230,723.	9,874,698.	12,831,208.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	10,230,723.	9,874,698.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	10,230,723.	9,874,698.		
31	Total liabilities and net assets/fund balances (see instructions).	10,230,723.	9,874,698.		

Part III. Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,230,723.
2	Enter amount from Part I, line 27a	2	-321,529.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	9,909,194.
5	Decreases not included in line 2 (itemize) ▶ See Other Decreases Stmt	5	34,496.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	9,874,698.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SCHEDULE ATTACHED	P	various	various
b CAPITAL GAIN DIVIDENDS	P	various	various
c FROM SCHEDULE K-1s	P	various	various
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 26,276.		253.	26,023.
b 1,967.		0.	1,967.
c 622,730.		0.	622,730.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(j) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	26,023.
b 0.	0.	0.	1,967.
c 0.	0.	0.	622,730.
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	650,720.
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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2012	1,027,248.	11,294,795.	0.090949
2011	667,720.	10,543,524.	0.063330
2010	1,059,525.	9,126,597.	0.116092
2009	1,227,024.	9,126,597.	0.134445
2008	1,339,850.	9,126,597.	0.146807

2 Total of line 1, column (d)	2	0.551623
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	0.110325
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	11,053,675.
5 Multiply line 4 by line 3	5	1,219,497.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	6,824.
7 Add lines 5 and 6	7	1,226,321.
8 Enter qualifying distributions from Part XII, line 4	8	1,059,609.

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

Table with 11 rows for excise tax calculation. Includes sub-rows 6a-6d for credits and payments. Values include 13,649, 0, 26,660, 34, 12,977, and 12,977.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Includes questions about political campaigns, political purposes, Form 1120-POL, tax on political expenditures, and substantial contributors. Includes 'Yes' and 'No' columns.

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)
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).
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of STEWART R. SMITH Telephone no. (626) 799-1182
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
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?

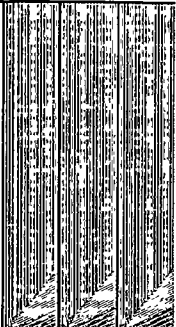
Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

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

1 a During the year did the foundation (either directly or indirectly)
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?
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?
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

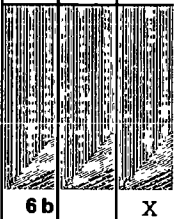
Part VII-B: Statements Regarding Activities for Which Form 4720 May Be Required (continued)

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



5 b

- b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
- Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
- If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)



6 b

- 6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
- If 'Yes' to 6b, file Form 8870.



7 b

- 7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
H. RUSSELL SMITH 4675 MACARTHUR COURT, SUITE 540 NEWPORT BEACH CA 92660	CHAIRMAN/ DIRECTOR 10.00	0.	0.	0.
STEWART R. SMITH 4675 MACARTHUR COURT, SUITE 540 NEWPORT BEACH CA 92660	PRESIDENT/ DIRECTOR 25.00	81,424.	0.	0.
KATE PARKER 4675 MACARTHUR COURT, SUITE 540 NEWPORT BEACH CA 92660	SECRETARY/ TREASURER 10.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE ----- -----		
----- -----		
----- -----		
----- -----		
----- -----		
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 ----- -----	
2 ----- -----	
3 ----- -----	
4 ----- -----	

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

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

	Amount
1 ----- -----	
2 ----- -----	
All other program-related investments See instructions 3 ----- -----	
Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.		
a Average monthly fair market value of securities	1 a	1,653,718.
b Average of monthly cash balances	1 b	1,180,161.
c Fair market value of all other assets (see instructions)	1 c	8,388,126.
d Total (add lines 1a, b, and c)	1 d	11,222,005.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	11,222,005.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	168,330.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,053,675.
6 Minimum investment return. Enter 5% of line 5	6	552,684.

Part XII 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	552,684.
2 a Tax on investment income for 2013 from Part VI, line 5	2 a	13,649.
b Income tax for 2013 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	13,649.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	539,035.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	539,035.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	539,035.

Part XIII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1 a	1,059,609.
b Program-related investments – total from Part IX-B	1 b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Surtability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,059,609.
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	1,059,609.

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				539,035.
2 Undistributed income, if any, as of the end of 2013.				
a Enter amount for 2012 only			0.	
b Total for prior years: 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	883,520.			
b From 2009	770,694.			
c From 2010	1,059,525.			
d From 2011	0.			
e From 2012	473,731.			
f Total of lines 3a through e	3,187,470.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 1,059,609.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2013 distributable amount				539,035.
e Remaining amount distributed out of corpus	520,574.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,708,044.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 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				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	883,520.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	2,824,524.			
10 Analysis of line 9				
a Excess from 2009	770,694.			
b Excess from 2010	1,059,525.			
c Excess from 2011	0.			
d Excess from 2012	473,731.			
e Excess from 2013	520,574.			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

H. RUSSELL SMITH

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
UNITED WAY 1150 S OLIVE ST LOS ANGELES CA 90015	N/A	PUBLIC	GENERAL SUPPORT	100,000.
HUNTINGTON LIBRARY 1151 OXFORD RD SAN MARINO CA 91108	N/A	PUBLIC	GENERAL SUPPORT	50,000.
HUNTINGTON MEMORIAL HOSPITAL 100 W CALIFORNIA BLVD PASADENA CA 91105	N/A	PUBLIC	GENERAL SUPPORT	350,000.
UNIVERSITY OF SOUTHERN CALIFORNIA UNIVERSITY OF SOUTHERN CALIFORNIA LOS ANGELES CA 90089	N/A	PUBLIC	GENERAL SUPPORT	450,000.
KCET ASSOCIATES 2900 W ALAMEDA AVE #600 BURBANK CA 91505	N/A	PUBLIC	GENERAL SUPPORT	5,000.
RAND CORPORATION 1776 MAIN ST. SANTA MONICA CA 90401	N/A	PUBLIC	GENERAL SUPPORT	2,500.
HUNTINGTON MEDICAL RESEARCH INSTITUTES 734 FAIRMOUNT AVE PASADENA CA 91105	N/A	PUBLIC	GENERAL SUPPORT	2,000.
HOOVER INSTITUTION 434 GALVEZ MALL, STANFORD UNIVERSITY STANFORD CA 94305	N/A	PUBLIC	GENERAL SUPPORT	1,000.
KECK GRADUATE INSTITUTE 535 WATSON DR. CLAREMONT CA 91711	N/A	PUBLIC	GENERAL SUPPORT	5,000.
See Line 3a statement				12,182.
Total				977,682.
<i>b Approved for future payment</i>				
Total				3 b

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

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
CRT Income	29,431.		
Partnership Income	105,035.	105,035.	
Total	<u>134,466.</u>	<u>105,035.</u>	

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

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Taxes	8,630.	8,630.		
Franchise Tax	10.	10.		
Total	<u>8,640.</u>	<u>8,640.</u>		

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

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FILING FEES	366.			366.
MISCELLANEOUS	214.	107.		107.
PORTFOLIO EXPENSES FROM K-1s	191,828.	191,828.		
Total	<u>192,408.</u>	<u>191,935.</u>		<u>473.</u>

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

Other Decreases Stmt

Nondeductible expenses net of nontaxable income	794.
Current Federal Excise tax per books	6,125.
FMV v. book difference in contributions received	25,962.
Prior period adj.	1,617.
ULD	-2.
Total	<u>34,496.</u>

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

States Registered In

CA - California

DE - Delaware

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
CLAREMONT UNIVERSITY CONSORTIUM 101 N MILLS AVE CLAREMONT CA 91711	N/A	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
LOS ANGELES PHILHARMONIC ASSOC 151 S GRAND AVE LOS ANGELES CA 90012	N/A	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input type="checkbox"/> 5,000.
FROM PARTNERSHIP K-1s PASS THROUGH CA 91108	N/A	PUBLIC	GENERAL SUPPORT	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,182.

Total

12,182.

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EUGENE LEWIS & ASSOCIATES	TAX PREP	9,080.			

Total

9,080.

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Stewart R. Smith	President/CEO	81,424.	8,142.		73,282.
Cambridge Associates	Investment Advisory	43,424.	43,424.		

Total

124,848.

51,566.

73,282.

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

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
PIMCO LOW DURATION FUND	674,337.	666,967.
PIMCO SHORT-TERM FUND	293,048.	292,437.
VANGUARD SHORT-TERM BOND FUND	475,267.	472,533.
PIMCO ALL ASSET ALL AUTHORITY CL INST	350,050.	311,041.
Total	<u>1,792,702.</u>	<u>1,742,978.</u>

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

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
AURORA OFFSHORE LP	419,336.	475,151.
DIVERSIFIED REAL ESTATE FUND	217,145.	290,698.
EVANSTON WEATHERLOW	590,000.	584,457.
FIRSTMARK II	13,266.	15,300.
LEGACY VENTURE III, LLC	517,573.	1,411,284.
LEGACY VENTURES IV, LLC	673,843.	1,364,561.
LEGACY VENTURES V	602,905.	1,006,719.
NORTHGATE PRIVATE EQUITY PARTNERS II-B	247,922.	307,360.
NORTHGATE PRIVATE EQUITY III-B3	1,294,372.	1,703,714.
NORTHGATE VENTURE PARTNERS II	147,205.	187,990.
RBO MALL ASSOCIATES	289,092.	285,927.
STRATEGIC PARTNERS FUND III	215,372.	244,567.
STRATEGIC PARTNERS FUND IV	515,431.	673,206.
STRATEGIC REAL ESTATE FUND II	162,410.	254,570.
STRATEGIC REAL ESTATE FUND III	1,170,816.	1,277,418.
Total	<u>7,076,688.</u>	<u>10,082,922.</u>

2013 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)	Accounting Method					
	Mutual Funds: Average All Other Investments: First In First Out (FIFO)					
Long-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
AVERY DENNISON CORP: AVY	100.0000	02/01/47	06/14/13	\$4,307.68	\$41.47 ^a	\$4,266.19
AVERY DENNISON CORP: AVY	510.0000	02/01/47	06/14/13	\$21,968.55	\$211.52 ^a	\$21,757.03
Security Subtotal				\$26,276.21	\$252.99	\$26,023.22
Total Long-Term				\$26,276.21	\$252.99	\$26,023.22
Total Realized Gain or (Loss)				\$26,276.21	\$252.99	\$26,023.22

Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this report.