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Form **990-PF**

**Return of Private Foundation**

OMB No 1545-0052

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

**2013**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

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](http://www.irs.gov/form990pf).

For calendar year 2013, or tax year beginning 09-01-2013, and ending 08-31-2014

Name of foundation Tom Russell Charitable Foundation Inc		<b>A Employer identification number</b> 36-6082517	
% FOUNDATION SOURCE		<b>B Telephone number</b> (see instructions)	
Number and street (or P O box number if mail is not delivered to street address) Room/suite Foundation Source 501 Silverside Rd Suite 123		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
City or town, state or province, country, and ZIP or foreign postal code Wilmington, DE 198091377		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>	
<b>G</b> Check all that apply <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		<b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 18,294,397		<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>J</b> 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.)			

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	<b>1</b> Contributions, gifts, grants, etc, received (attach schedule)	0			
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments	42	42		
	<b>4</b> Dividends and interest from securities	264,467	263,300		
	<b>5a</b> Gross rents				
	<b>b</b> Net rental income or (loss)				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	884,459			
	<b>b</b> Gross sales price for all assets on line 6a 5,986,310				
	<b>7</b> Capital gain net income (from Part IV, line 2)		884,459		
	<b>8</b> Net short-term capital gain				
	<b>9</b> Income modifications				
	<b>10a</b> Gross sales less returns and allowances				
<b>b</b> Less Cost of goods sold					
<b>c</b> Gross profit or (loss) (attach schedule)					
<b>11</b> Other income (attach schedule)	169	169			
<b>12 Total.</b> Add lines 1 through 11	1,149,137	1,147,970			
<b>Operating and Administrative Expenses</b>	<b>13</b> Compensation of officers, directors, trustees, etc	77,408			77,408
	<b>14</b> Other employee salaries and wages				
	<b>15</b> Pension plans, employee benefits				
	<b>16a</b> Legal fees (attach schedule)	300	0	0	300
	<b>b</b> Accounting fees (attach schedule)	6,700	0	0	6,700
	<b>c</b> Other professional fees (attach schedule)	75,426	61,135		14,291
	<b>17</b> Interest				
	<b>18</b> Taxes (attach schedule) (see instructions)	47,663	2,338		
	<b>19</b> Depreciation (attach schedule) and depletion				
	<b>20</b> Occupancy				
	<b>21</b> Travel, conferences, and meetings	12,949			12,949
	<b>22</b> Printing and publications	3			3
	<b>23</b> Other expenses (attach schedule)	62,082	38		62,044
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23	282,531	63,511	0	173,695
<b>25</b> Contributions, gifts, grants paid	491,521			491,521	
<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	774,052	63,511	0	665,216	
<b>27</b> Subtract line 26 from line 12					
<b>a Excess of revenue over expenses and disbursements</b>	375,085				
<b>b Net investment income</b> (if negative, enter -0-)		1,084,459			
<b>c Adjusted net income</b> (if negative, enter -0-)					

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .					
	<b>2</b>	Savings and temporary cash investments . . . . .	561,504	196,242	196,242		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	280,570	186,292	197,800		
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	11,402,456	12,482,359	17,318,426		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	797,577	522,299	551,929		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .					
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
<b>15</b>	Other assets (describe ▶ _____)		30,000	30,000			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	13,042,107	13,417,192	18,294,397			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>		<b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input checked="" type="checkbox"/>		<b>and complete lines 27 through 31.</b>				
	<b>27</b>	Capital stock, trust principal, or current funds . . . . .					
	<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund					
	<b>29</b>	Retained earnings, accumulated income, endowment, or other funds	13,042,107	13,417,192			
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	13,042,107	13,417,192				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	13,042,107	13,417,192				

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

<b>1</b>	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) . . . . .	<b>1</b>	13,042,107
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	375,085
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	13,417,192
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	13,417,192

**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)
<b>1 a</b>	Publicly-traded Securities			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
<b>a</b> 5,986,310		5,101,851	884,459	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
<b>a</b>			884,459	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b> 884,459
<b>3</b>	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	{ }		<b>3</b>

**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	561,637	15,251,500	0.036825
2011	627,003	14,171,214	0.044245
2010	647,744	14,906,186	0.043455
2009	613,451	13,346,822	0.045962
2008	525,451	11,541,856	0.045526
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 0.216013
<b>3</b>	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		<b>3</b> 0.043203
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.		<b>4</b> 17,515,219
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 756,710
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 10,845
<b>7</b>	Add lines 5 and 6.		<b>7</b> 767,555
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 695,216

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	21,689
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	21,689
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	21,689
<b>6</b>	Credits/Payments		
<b>a</b>	2013 estimated tax payments and 2012 overpayment credited to 2013	<b>6a</b>	16,600
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	4,946
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	21,546
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached	<b>8</b>	10
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	153
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> <b>Refunded</b> <input type="checkbox"/>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .	<b>1a</b>	No
<b>b</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)? . . . . . <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	<b>1b</b>	No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?. . . . .	<b>1c</b>	No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ _____ <b>(2)</b> On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>	<b>2</b>	No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .	<b>3</b>	No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?. . . . .	<b>4a</b>	No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?. . . . .	<b>4b</b>	
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>	<b>5</b>	No
<b>6</b> 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? . . . . .	<b>6</b>	Yes
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	<b>7</b>	Yes
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL _____		
<b>b</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? <i>If "No," attach explanation .</i>	<b>8b</b>	Yes
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i> . . . . .	<b>9</b>	No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	<b>10</b>	No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>		
<b>12</b>	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)	<b>12</b>		<b>No</b>		
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____	<b>13</b>	<b>Yes</b>			
<b>14</b>	The books are in care of ▶ <u>FOUNDATION SOURCE</u> Telephone no ▶ <u>(800) 839-1754</u> Located at ▶ <u>501 Silverside Road Suite 123 Wilmington DE</u> ZIP +4 ▶ <u>198091377</u>					
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . . <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ▶ <table border="1" style="display: inline-table;"><tr><td><b>15</b></td><td></td></tr></table>	<b>15</b>				
<b>15</b>						
<b>16</b>	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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____	<b>16</b>	<b>Yes</b>	<b>No</b>		

**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.			<b>Yes</b>	<b>No</b>
<b>1a</b>	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>	<b>1b</b>		<b>No</b>
<b>c</b>	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? . . . . .	<b>1c</b>		<b>No</b>
<b>2</b>	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))			
<b>a</b>	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .	<b>2b</b>		
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i> ) . . . . .	<b>3b</b>		
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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). . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . <b>5b</b></p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p> <p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>6b</b> <span style="float:right"><b>No</b></span> If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . <b>7b</b></p>	
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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

**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

**Total** number of other employees paid over \$50,000. . . . .

**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
First American Bank 218 w main street WEST DUNDEE, IL 60118	Investment Mgt	61,135
Foundation Source 55 Walls Drive 3rd Fl Fairfield, CT 06824	Administrative	60,000

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

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b> PRI LOAN TO REFINANCE HOPE ELEMENTARY'S SCHOOL BUS LOAN	30,000
<b>2</b>	
All other program-related investments See page 24 of the instructions	
<b>3</b>	

**Total.** Add lines 1 through 3 . . . . . **▶** 30,000



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	17,421,573
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	360,375
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	17,781,948
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	17,781,948
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	266,729
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	17,515,219
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	875,761

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	875,761
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5. . . . .	<b>2a</b>	21,689
<b>b</b>	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	21,689
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	854,072
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	854,072
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	854,072

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	665,216
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	30,000
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	695,216
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	695,216

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				854,072
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			685,620	
<b>b</b> Total for prior years 2011, 2010, 2009				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .				
<b>f</b> Total of lines 3a through e. . . . .				
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ <u>695,216</u>				
<b>a</b> Applied to 2012, but not more than line 2a			685,620	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .				9,596
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
<b>6 Enter the net total of each column as indicated below:</b>				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014 . . . . .				844,476
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9 Excess distributions carryover to 2014.</b> Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> 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			<b>(e) Total</b>
	<b>(a) 2013</b>	<b>(b) 2012</b>	<b>(c) 2011</b>	<b>(d) 2010</b>	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> 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

**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 of the person to whom applications should be addressed

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)






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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total</b> . . . . . <b>▶ 3a</b>				491,521
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . . <b>▶ 3b</b>				





**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

<b>(a)</b> Name and address	<b>(b)</b> Title, and average hours per week devoted to position	<b>(c)</b> Compensation (If not paid, enter -0-)	<b>(d)</b> Contributions to employee benefit plans and deferred compensation	<b>(e)</b> Expense account, other allowances
J Kirby Aiken  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres / VP* / Dir 3 0	22,722		
John L Bishop  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	VP / Dir / Treas* 3 0	16,153		
Crawford Crenshaw  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Dir / Sec* / Treas 3 0	16,153		
Dan A Felson  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Assistant Treas / Dir 0	4,038		
David S Lindquist  Foundation Source 501 Silverside Rd Wilmington, DE 198091377	Pres* / Dir / Sec 3 0	18,342		

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
BEACON THERAPEUTIC SCHOOL INC 1912 W103RD ST CHICAGO,IL 60643	N/A	PC	General & Unrestricted	10,000
CALVARY CHURCH 9S200 RTE 59 NAPERVILLE,IL 60564	N/A	PC	Calvary Christian School	5,000
CANEY CREEK COMMUNITY CENTER 100 PURPOSE RD PIPPA PASSES,KY 41844	N/A	PC	Scholarship Fund	5,000
CENTER FOR CHILDREN AND FAMILIES INC 1151 E MAIN ST NORMAN,OK 73071	N/A	PC	General & Unrestricted	20,000
CENTER FOR CHILDREN AND FAMILIES INC 1151 E MAIN ST NORMAN,OK 73071	N/A	PC	New building capital campaign	20,000
CLEVELAND COUNTY FAMILY YOUNG MENS CHRISTIAN ASSn 1350 LEXINGTON AVE NORMAN,OK 73069	N/A	PC	General & Unrestricted	15,000
CONTEMPORARY SCIENCE CENTER 10 PARK DR DURHAM,NC 27709	N/A	PC	General & Unrestricted	10,000
DONKA INCORPORATED 400 N COUNTY FARM RD WHEATON,IL 60187	N/A	PC	General & Unrestricted	36,000
DONKA INCORPORATED 400 N COUNTY FARM RD WHEATON,IL 60187	N/A	PC	to fund SmartBoard installation, computer lab, workstation upgrades at Donka's DPCC facilities, Consultant for strategic planning and leadership support	37,995
DUKE UNIVERSITY PO BOX 90581 DURHAM,NC 27708	N/A	PC	Engineering Alumni Association Student projects fund	2,500
DUKE UNIVERSITY PO BOX 90581 DURHAM,NC 27708	N/A	PC	Duke Divinity School to re- organize and expand Friendship House	50,000
EMPORIA RESCUE MISSION INC PO BOX 901 EMPORIA,KS 66801	N/A	PC	General & Unrestricted	10,000
ERIE FAMILY HEALTH CENTER INC 1701 W SUPERIOR ST CHICAGO,IL 60622	N/A	PC	General & Unrestricted	5,000
GADS HILL CENTER 1919 W CULLERTON ST CHICAGO,IL 60608	N/A	PC	General & Unrestricted	5,000
GASTON COLLEGE PREPARATORY 320 PLEASANT HILL RD GASTON,NC 27832	N/A	PC	KIPP Durham College Preparatory charter school	5,700
<b>Total . . . . .</b>				<b>491,521</b>



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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>				
GROWING TOGETHER PRESCHOOL 3301 BOULDER CT RALEIGH,NC 27607	N/A	PC	General & Unrestricted	10,000
HEARTS AND HANDS FOR HAITI 6612 CREEDMOOR RD RALEIGH,NC 27613	N/A	PC	General & Unrestricted	7,500
HOPE ELEMENTARY SCHOOL 1116 N BLOUNT ST RALEIGH,NC 27604	N/A	PC	General & Unrestricted	15,000
HOPE ELEMENTARY SCHOOL 1116 N BLOUNT ST RALEIGH,NC 27604	N/A	PC	Full implementation of The Leader In Me program including staff training, tools and resources, and the salary and benefits of a TLIM implementation specialist for one year	57,860
HOPE FOR TOMORROW INC 479 N LAKE ST AURORA,IL 60506	N/A	PC	General & Unrestricted	10,000
HORN CREEK CONFERENCE GROUNDS 6758 COUNTY RD 130 WESTCLIFFE,CO 81252	N/A	PC	General & Unrestricted	10,000
INTER-FAITH FOOD SHUTTLE 1001 BLAIR DR RALEIGH,NC 27603	N/A	PC	Culinary Jobs Program	20,000
INTERACT 1012 OBERLIN RD STE 100 RALEIGH,NC 27605	N/A	PC	General & Unrestricted	5,000
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED ST CHICAGO,IL 60614	N/A	PC	General & Unrestricted	5,000
LEELANAU CONSERVANCY PO BOX 1007 LELAND,MI 49654	N/A	PC	Education programs	2,500
NORTH CAROLINA STATE UNIVERSITY FOUNDATION INC NCSU BOX 7207 RALEIGH,NC 27695	N/A	PC	help the NCSU Libraries engage the Raleigh/ NC community in the Friends of the Library program	2,500
POSITIVE TOMORROWS INC 1804 N BRAUER AVE OKLAHOMA CITY,OK 73106	N/A	PC	General & Unrestricted	20,000
POSITIVE TOMORROWS INC 1804 N BRAUER AVE OKLAHOMA CITY,OK 73106	N/A	PC	Direct services for homeless 5th grade students in Oklahoma city	77,966
SAFECHILD 864 W MORGAN ST RALEIGH,NC 27603	N/A	PC	skill development programs for children who have been victims of violence or who live with the threat of violence to help them thrive in school	6,000
TRIANGLE RESIDENTIAL OPTIONS FOR SUBSTANCE ABUSERS 1820 JAMES ST DURHAM,NC 27707	N/A	PC	General & Unrestricted	5,000
<b>Total . . . . .</b>				<b>491,521</b>

## TY 2013 Accounting Fees Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
AUDIT FEE	6,700			6,700

## TY 2013 Compensation Explanation

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Person Name	Explanation
J Kirby Aiken	*Removed from position during FYE 2014
John L Bishop	*Removed from position during FYE 2014
Crawford Crenshaw	*Removed from position during FYE 2014
Dan A Felson	*Removed from foundation during FYE 2014
David S Lindquist	*Removed from position during FYE 2014

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2013 Depreciation Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

**TY 2013 Investments Corporate  
Bonds Schedule**

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Name of Bond	End of Year Book Value	End of Year Fair Market Value
JOHNSON & JOHNSON - 5.550% - 0	75,722	84,807
MERCK & CO INC - 4.750% -01/03	51,232	51,105
TARGET CORP NT - 5.875% - 07/1	75,307	82,187
US BANCORP DTD - 2.200% - 11/1	245,516	251,794
WACHOVIA CORP NT - 5.625% - 10	74,522	82,036

## TY 2013 Investments Corporate Stock Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ABBVIE INC.	222,715	244,338
ACCENTURE PLC	110,760	201,839
AGRIUM INC.	20,215	21,102
AMERICAN BEACON FUNDS SM CP VA	1,040,611	1,189,263
ANADARKO PETROLEUM CORP	179,083	231,015
APPLE INC.	135,154	581,175
ASTRAZENECA	12,321	19,763
BANK OF HAWAII CORP	16,083	19,737
BANK OF MONTREAL	17,497	22,318
BP PLC SPONSORED ADR	16,117	17,701
CAN IMPERIAL BK OF COMMERCE	17,785	21,986
CHECK POINT SOFTWARE TECH	168,185	177,550
CHEVRON CORP	192,233	233,787
CISCO SYSTEMS INC	21,269	23,241
CONOCOPHILLIPS	15,115	22,336
CUMMINS INC	188,560	235,804
CVS CAREMARK CORP.	131,996	317,800
D R HORTON	200,060	201,624
DANAHER CORP	45,473	168,542
DOW CHEMICAL PV	27,681	27,846
DRIL QUIP INC	78,111	88,279
EBAY INC.	91,667	88,800
ELI LILLY & CO	14,915	23,517
EMERSON ELECTRIC CO.	15,969	21,127
ENI S.P.A.	15,043	18,099
ENSCO PLC	22,098	19,485
EXXON MOBIL CORP	46,712	98,465
FEDERATED MID CAP INDEX FUND	522,402	575,310
FEDERATED TOTAL RETURN BOND FD	329,781	346,761
FIRST REPUBLIC BANK	311,521	288,999

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
FMC TECHS INC	215,915	272,096
GARMIN LTD	14,161	18,472
GENERAL ELECTRIC CO	131,143	205,242
GILEAD SCIENCES INC	119,909	749,692
GOLDMAN SACHS GROUP	287,760	346,578
GOOGLE INC CL C	140,802	177,196
GOOGLE INC CL A	140,802	180,532
HODGES SMALL CAP INSTL	400,000	408,249
ILLUMINA INC	89,691	430,464
ING REAL ESTATE FUND CL I	305,000	313,914
INTEL CORP	17,682	24,269
INVESCO PLC	270,573	325,699
JOHNSON & JOHNSON	13,395	21,265
JOHNSON CONTROLS INC.	140,222	163,514
JP MORGAN CHASE & CO	219,734	346,594
KRAFT FOODS GROUP, INC.	20,512	22,794
LAS VEGAS SANDS CORP	127,101	104,421
LEGGETT PLATT INC	20,402	23,966
LOCKHEED MARTIN CORP	18,584	26,100
LOWES COMPANIES INC.	48,621	241,546
LYONDELLBASELL INDUSTRIES NV	115,941	216,693
MATTELL INC.	17,647	21,039
MAXIM INTEGRATED PRODS INC.	19,334	20,387
MERCK & CO INC.	316,425	398,229
MEREDITH CORP.	13,314	17,933
MICROCHIP TECHNOLOGY INC.	16,282	22,218
NOVARTIS AG ADR	15,909	22,460
OPPENHEIMER DEVELOPING MARKETS	668,512	695,060
OPPENHEIMER INTL GROWTH FUND Y	710,924	840,403
PEPSICO INC	165,221	237,699

<b>Name of Stock</b>	<b>End of Year Book Value</b>	<b>End of Year Fair Market Value</b>
PFIZER INC.	20,003	18,604
PIMCO FUNDS LOW DURATION FUND	195,197	193,462
PIMCO SHORT TRM FD INSTITUTION	96,182	96,958
PNC FINANCIAL GROUP INC.	106,565	207,638
POLARIS INDUSTRIES	118,868	152,649
PRECISION CASTPARTS	167,842	298,974
PRIMECAP ODYSSEY AGGRESSIVE GR	173,900	183,269
PROCTER GAMBLE CO	180,801	241,019
QUALCOMM INC	9,770	216,885
ROYAL DUTCH SHELL PLC	18,120	20,243
SEAGATE TECHNOLOGY	21,299	29,413
TEMPLETON INSTL FOREIGN EQ	480,320	602,864
THE BROWN CAPITAL MANAGEMENT	504,172	621,171
THOMSON REUTERS CORPORATION	12,900	18,192
UNION PACIFIC	115,302	240,016
UNITED RENTALS INC	199,946	344,715
VANGUARD SELECTED VALUE INV	150,000	162,390
VISA INC	183,074	281,589
VMWARE INC	316,596	321,864
WALT DISNEY HOLDINGS CO.	108,537	206,724
WELLS FARGO & CO.	133,222	236,624
XILINX INC.	141,093	180,830



**TY 2013 Investments Government  
Obligations Schedule**

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

**US Government Securities - End of  
Year Book Value:** 186,292

**US Government Securities - End of  
Year Fair Market Value:** 197,800

**State & Local Government  
Securities - End of Year Book  
Value:**

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

## TY 2013 Investments - Land Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

## TY 2013 Land, Etc. Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

## TY 2013 Legal Fees Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
General Consultations	300			300

## TY 2013 Other Assets Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
PRI - HOPE ELEMENTARY SCHOOL		30,000	30,000

## TY 2013 Other Expenses Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	60,000			60,000
Bank Charges	38	38		
Foundation Dues & Memberships	725			725
Indemnification Insurance	1,250			1,250
STATE OR LOCAL FILING FEES	51			51
WEBSITE HOSTING/SUPPORT	18			18

## TY 2013 Other Income Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Class Action Lawsuit Proceeds	169	169	

## TY 2013 Other Professional Fees Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BOARD MEETING ADMIN SERVICES	400			400
Investment Management Services	61,135	61,135		
STIPEND TO PAST OFFICERS	13,891			13,891



## TY 2013 Taxes Schedule

**Name:** Tom Russell Charitable Foundation Inc

**EIN:** 36-6082517

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
990-PF Estimated Tax for 2014	16,600			
990-PF Excise Tax for 2013	28,725			
Foreign Tax Paid	2,338		2,338	