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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

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

OMB No. 1545-0052

2013**Open to Public Inspection**

For calendar year 2013 or tax year beginning

09/01, 2013, and ending

08/31, 2014

Name of foundation

ROBERT RUSSELL MEMORIAL FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address)

P.O. BOX 803878

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60680

Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationFair market value of all assets at
end of year (from Part II, col. (c), line
16) ▶ \$ 16,920,890.Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

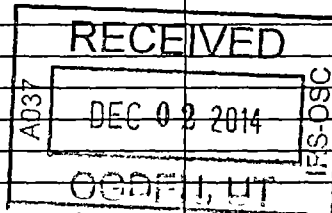
59-2486579

B Telephone number (see instructions)

312-630-6000

C If exemption application is
pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☐ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	443,385.	442,318.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	678,013.			
b Gross sales price for all assets on line 6a 6,408,645.				
7 Capital gain net income (from Part IV, line 2)		678,013.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less: Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,121,398.	1,120,331.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	210,190.	81,171.		129,019.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 2	24,361.	NONE	NONE	24,361.
b Accounting fees (attach schedule) STMT 3	2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule) STMT 4	9,883.	9,883.		
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	37,913.	2,623.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 6	13,585.	34.		13,551.
24 Total operating and administrative expenses. Add lines 13 through 23	297,932.	94,711.	NONE	167,931.
25 Contributions, gifts, grants paid	796,500.			796,500.
26 Total expenses and disbursements. Add lines 24 and 25	1,094,432.	94,711.	NONE	964,431.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	26,966.			
b Net investment income (if negative, enter -0-)		1,025,620.		
c Adjusted net income (if negative, enter -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	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	215,734.	310,011.	310,011.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	STMT 7	8,089,289.	9,048,859.	11,593,993.
	c	Investments - corporate bonds (attach schedule)	STMT 8	4,278,161.	3,413,411.	4,291,996.
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 9	690,378.	690,378.	724,890.	
14	Land, buildings, and equipment: basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ SEE ATTACHMENTS)		463,916.			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		13,737,478.	13,462,659.	16,920,890.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, . . . ▶ ☒ check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		13,737,478.	13,462,659.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		13,737,478.	13,462,659.	
	31	Total liabilities and net assets/fund balances (see instructions)		13,737,478.	13,462,659.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	13,737,478.
2	Enter amount from Part I, line 27a	2	26,966.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,764,444.
5	Decreases not included in line 2 (itemize) ▶	5	SEE STATEMENT 10
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,462,659.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 6,408,645.		5,730,632.	678,013.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			678,013.		
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	678,013.	
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 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	968,470.	15,504,789.	0.062463
2011	1,005,337.	15,136,647.	0.066417
2010	1,040,220.	15,925,489.	0.065318
2009	558,683.	14,704,090.	0.037995
2008	1,112,286.	13,671,515.	0.081358

2 Total of line 1, column (d)	2	0.313551
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	0.062710
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	16,160,210.
5 Multiply line 4 by line 3	5	1,013,407.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,256.
7 Add lines 5 and 6	7	1,023,663.
8 Enter qualifying distributions from Part XII, line 4 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.	8	964,431.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	20,512.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	20,512.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	20,512.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	26,000.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	26,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,488.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 5,488. Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (312) 630-6000 Located at ▶ P.O. BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
16	At any time during calendar year 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 the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b		X
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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 ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) 2b		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
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		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? 4b		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ 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.**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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		210,190.		

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	1a	16,406,305.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	16,406,305.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	16,406,305.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	246,095.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	16,160,210.
6	Minimum investment return. Enter 5% of line 5	6	808,011.

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	808,011.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	20,512.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	20,512.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	787,499.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	787,499.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	787,499.

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	964,431.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	964,431.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	964,431.

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				787,499.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	264,260.			
e From 2012	225,021.			
f Total of lines 3a through e	489,281.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 964,431.				
a Applied to 2012, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				787,499.
e Remaining amount distributed out of corpus	176,932.			
5 Excess distributions carryover applied to 2013	NONE			NONE
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	666,213.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	666,213.			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	264,260.			
d Excess from 2012	225,021.			
e Excess from 2013	176,932.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

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

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

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

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

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VARIOUS -SEE ATTACHED	N/A	PUBLIC	GENERAL	791,500.
ADRIENNE ARSHT CENTER FOUNDATION 1300 BISCAYNE BLVD MIAMI FL 33132	N/A	PUBLIC	ISRAEL PHILHARMONIC ORCHESTRA CONCERT	5,000.
Total			3a	796,500.
b Approved for future payment				
Total			3b	

Robert Russell Memorial Foundation
EIN: 59-2486579

Taxable Amt	Explanation	Purpose	Address	City	State	ZIP
\$2,500.00	AMERICAN ASSOCIATES OF BEN-GURION UNIVERSITY OF THE NEGEV	SCHOLARSHIP	20283 STATE ROAD 7, SUITE 300	BOCA RATON	FL	33498
\$5,000.00	AMERICAN FRIENDS OF COLLEGE OF MANAGEMENT	5 YEAR GRANT	521 FIFTH AVE, SUITE 2100	NEW YORK	NY	10175
\$5,000.00	AMERICAN FRIENDS OF HEBREW UNIVERSITY	JERUSALEM SCHOLARSHIPS	7280 WEST PALMETTO PARK ROAD, SUITE 301	BOCA RATON	FL	33433
\$2,000.00	AMERICAN FRIENDS OF JORDAN RIVER VILLAGE	GENERAL	228 PARK AVE S. #97952	NEW YORK	NY	10003
\$3,000.00	AMERICAN FRIENDS OF LEKET ISRAEL	GENERAL	1402 TEANECK ROAD #223	TEANECK	NJ	07666
\$4,000.00	AMERICAN FRIENDS OF NATTAL, INC	GENERAL	641 LEXINGTON AVE, 15TH FLOOR	NEW YORK	NY	10022
\$5,000.00	AMERICAN FRIENDS OF OR NATIONAL MISSIONS	RELOCATION OF FAMILIES	36 W 44TH STREET, SUITE 1414	NEW YORK	NY	10036
\$3,000.00	AMERICAN HEBREW ACADEMY, INC	HONOR SOCIETY SCHOLARSHIPS	4334 HOBBS ROAD	GREENSBORO	NC	27410
\$1,000.00	AMERICAN INTERFAITH INSTITUTE	NEW WEB PLATFORM OF A.I.I.	321 CHESTNUT STREET	PHILADELPHIA	PA	19106
\$5,000.00	AMERICAN SOCIETY FOR TECHNOION-ISREAL INSTITUTE OF TECHNOLOGY	STUDENT AID	55 EAST 59 STREET	NEW YORK	NY	10022
\$5,000.00	BRANDEIS UNIVERSITY	FELLOWSHIP SUPPORT	P O BOX 549110	WALTHAM	MA	02454
\$20,000.00	CAMP JUDEA	CREAT VISUAL ARTS CENTER	2700 NE WXPRESSWAY, C500	ATLANTA	GA	30345
\$2,000.00	CENTRAL EUROPE CENTER FOR RESEARCH & DOCUMENTATION DBA: CENTROPA	DEUCATIONAL PROGRAMS IN ISREAL	3500 PIEDMONT ROAD, SUITE 500	ALTANTA	GA	30305
\$1,000.00	COMMUNITY FOUNDATION OF SOUTH FLORIDA, INC.	PRODUCTION OF A DOCUMENTARY ON THE AMERICAN ROLE IN THE CREATION OF THE ISRAELI AIR FORCE	14901 NE 20 AVENUE	NORTH MIAMI	FL	33181
\$2,000.00	FRIENDSHIP CIRCLE OF MIAMI BEACH AND NORTH DADE	FRIENDSHIP CIRCLE LIFE SKILLS PROGRAM	5401 COLLINS AVE. #719	MIAMI BEACH	FL	33140
\$36,000.00	GREATER MIAMI JEWISH FEDERATION	ATID BAMIDBAR	4200 BISCAYNE BLVE	MIAMI	FL	33137
\$10,000.00	GREATER MIAMI JEWISH FEDERATION	WEXNER HERITAGE PROGRAM	4200 BISCAYNE BLVE	MIAMI	FL	33137

Robert Russell Memorial Foundation
EIN: 59-2486579

Taxable Amt	Explanation	Purpose	Address	City	State	ZIP
\$5,000.00	GRINNELL COLLEGE	ENHANCEMENT OF JEWISH LIFE	OLD GLOVE FACTORY, 2ND FL, 733 BOARD STREET	GRINNELL	IA	50112
\$2,000.00	HOLOCAUST DOCUMENTATION AND EDUCATION CENTER	STUDENT AWARENESS DAYS	2031 HARRISON STREET	HOLLYWOOD	FL	33020
\$1,000.00	HONESTREPORTING	GENERAL	10024 SKOKIE BLVD., SUITE 201	SKOKIE	IL	60077
\$25,000.00	JEWISH FEDERATION OF NORTH AMERICA	EXPANSION AND OPERATION OF THE AYALIM STUDENT VILLAGE	25 BROADWAY, 17TH FLOOR	NEW YORK	NY	10004
\$2,500.00	JEWISH FEDERATION OF NORTH AMERICA	SCHOLARSHIP	25 BROADWAY, 17TH FLOOR	NEW YORK	NY	10004
\$10,000.00	JEWISH MUSEUM OF FLORIDA	MUSEUM'S EXPANSION	301 WASHINGTON AVE	MIAMI BEACH	FL	33139
\$4,000.00	NEW ISREAL FUND	GENERAL	2100 M ST. NW	WASHINGTON	DC	20037
\$2,000.00	P.E.F. ISRAEL ENDOWMENT FUND, INC	BEIT MIDRASH ELUL	317 MADISON AVE, SUITE 607	NEW YORK	NY	10017
\$15,000.00	SHALOM HARTMAN INSTITUTE OF NORTH AMERICA	GENERAL	ONE PENNSYLVANIA PLAZA, SUITE 1606	NEW YORK	NY	10119
\$5,000.00	TALMUDIC COLLEGE OF FLORIDA	SCHOLARSHIPS	4000 ALTON ROAD	MIAMI BEACH	FL	33140
\$5,000.00	THE WASHINGTON INSTITUT	RESEARCH, PUBLICATION				
\$5,000.00	UNITED STATES COMMITTEE SPORTS FOR ISREAL	MACCABIAH PRE-CAMP CULTURAL	1926 ARCH STREET, 4R	PHILADELPHIA	PA	19103
\$10,000.00	UNITED WAY OF MIAMI-DADE	GENERAL	3250 SW 3RD AVE	MIAMI	FL	33129

ROBERT RUSSELL MEMORIAL FOUNDATION SEPTEMBER 2013 CHECK REQUEST		
	Amount	Purpose
Aish Hatorah South Florida, Inc. c/o Rabbi Tzvi Nightingale Aish South Florida 4010 N. 46th Avenue Hollywood, FL 33021	\$3,000	for the Israel Scholarship Fund
American Friends of Beit Issie Shapiro c/o Steve Rose 18900 NE 25 Avenue North Miami Beach, FL 33160	\$7,000	(\$2,000) to develop services for children with Cerebral Palsy and intellectual disabilities and (\$5,000) to provide specialized treatment services for children with disabilities
Hillel of Broward and Palm Beach, Inc. c/o Jill Deutch, Director of Development 777 Glades Road Building LY-3A Boca Raton, FL 33431	\$3,000	to promote programming and operating costs
Friends of the Israel Defense Forces c/o Joanne Ruimy 2040 NE 163 rd Street, Suite 207 North Miami Beach, FL 33162	\$2,000	first payment of a four year grant to provide a four year academic scholarship to former IDF combat soldiers who come from low income families
JerusalemOnlineU.com c/o Matt Weisbaum, Managing Director 104 E. 34 th Street, #117 New York, NY 10016	\$2,000	to educate and inspire today's youth about Israel and Judaism
Jewish Community Services of South Florida, Inc. c/o Eve Mart, Director of Grants Development 735 NE 125th Street North Miami, Florida 33161	\$4,000	first payment of a four year grant for emergency services to assist Holocaust Survivors
Next@19th c/o Jenni Person 137 NE 19 th Street Miami, FL 33132	\$1,000	for general support for your work in Jewish Arts & Culture programming

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NTAC:Missing

**ROBERT RUSSELL MEMORIAL FOUNDATION
SEPTEMBER 2013 CHECK REQUEST**

	Amount	Purpose
NAFOO – North American Friends of Oranim Inc. N 2205 Foster Rd S. Oostburg, WI 53070 cc: Oranim Academic College of Education c/o Paula Mills, Development Doar Tivon Tivon 36006 Israel	\$2,000	to support the creation of Jewish Peoplehood by connecting Jews, building ties to Israel, promoting a pluralistic, inclusive global network
American Jewish Committee 165 E 56 th Street New York, NY 10065 cc: Project Interchange c/o Myra Clark-Siegel, Director of International Communications 1156 15 th Street, NW Suite 1201 Washington, DC 20005	\$3,000	to support a 2013 seminar to Israel for South Florida Latino Media Leaders for Project Interchange
The Tribe c/o Rebecca Dinar 4144 Chase Avenue Miami Beach, FL 33140	\$1,000	to fund engagement activities of The Tribe
University of Florida Hillel c/o Keith Dvorchik 2020 W. University Avenue Gainesville, FL 32603	\$20,000	for general support
	\$20,000	for the endowment campaign - \$20,000 per year until 2017
Yiddish Book Center c/o Susan Sussman, Development Associate The Harry and Jeanette Weinberg Bldg 1021 West Street Amherst, MA 01002	\$1,000	to support visiting scholars for the Steiner Summer Program for College students

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NTAC:Missing

ROBERT RUSSELL MEMORIAL FOUNDATION DECEMBER 2013 CHECK REQUEST		
	Amount	Purpose
Alexander Muss Institute for Israel Education, Inc. c/o Jordana Wachtel 78 Randall Avenue Rockville Centre, NY 11570	\$30,000	for general support
American Friends of ALYN Hospital c/o Cathy Lanyard 122 East 42nd Street, Suite 1519 New York, NY 10168	\$5,000	to support the Guardian Angelship Program
American Society for Yad Vashem c/o S. Isaac Mekel, Director of Development 500 5th Avenue, 42nd Fl New York, NY 10110	\$1,000	for general support
American University Center for Israel Studies c/o Laura Cutler 4400 Massachusetts Avenue, NW Washington, DC 20016-8072	\$2,000	to support the center's extensive programming examining the diversity and complexity of modern Israel
PEF Israel Endowment Fund 317 Madison Avenue, Suite 607 New York, NY 10017	\$3,000	to promote Jewish Identity and Inter-group Relations in Israel's Negev for Atid Bamidbar, R.A.
Center for Jewish Studies, University of Florida c/o Dr. Jack Kugelmass 201 Walker Hall PO Box 118020 Gainesville, FL 32611-8020	\$6,500	to provide partial support for the basic operating costs
CHAMAH, The International Organization to Provide Education and Humanitarian Aid to the Needy c/o Binyomin Malachovski 27 William Street, Suite 613 New York, NY 10005	\$1,000	to help cover the cost of providing food for the children of new immigrants and needy native Israeli children attending your summer day camp in Israel

ROBERT RUSSELL MEMORIAL FOUNDATION DECEMBER 2013 CHECK REQUEST		
	Amount	Purpose
Friends of the Daniel Centers for Progressive Judaism 4108 Leland Street Chevy Chase, MD 20815	\$2,000	to advance the Daniel Centers' progressive and comprehensive Jewish education and identity-building network within the framework of Tel Aviv-Jaffa public schools
The Hebrew Day School of Broward County, Inc. c/o Didi Moses, CFO David Posnack Hebrew Day School 5890 So. Pine Island Road Suite A Davie, FL 33328	\$5,000	to provide the opportunity for Posnack students to experience Israel
The Education Fund c/o Tim Dwyer, Development Officer 900 NE 125th Street Suite 110 North Miami, FL 33163	\$5,000	to promote Holocaust and tolerance education in Miami-Dade County Public Schools through IMPACT II, a "best practices" program
The Gesher Foundation c/o Yoni Sherizen Director of Resource & Program Development 332 Bleecker Street Suite 444 New York, NY 10014	\$3,000	to provide general support
Greater Miami Jewish Federation c/o Jacob Solomon 4200 Biscayne Blvd. Miami, Florida 33137	\$30,000	fourth payment of a 10 year grant to renovate an auditorium at the high school in Yeruham / New Yeruham Fund
Greater Miami Jewish Federation c/o Jacob Solomon 4200 Biscayne Blvd. Miami, FL 33137	\$250,000	for the 2013 general campaign

ROBERT RUSSELL MEMORIAL FOUNDATION DECEMBER 2013 CHECK REQUEST		
	Amount	Purpose
Greater Miami Jewish Federation c/o Jacob Solomon 4200 Biscayne Blvd. Miami, FL 33137	\$3,000	for the Bob Russell Fellowship
Hadassah, The Women's Zionist Organization of America c/o Lenore Glickhouse, Director Institutional Giving 50 West 58 th Street New York, NY 10019	\$1,000	to provide scholarship assistance to at-risk youth, residents of Youth Aliyah villages
Hand in Hand c/o Lee Gordon, Co-Founder P.O. Box 80102 Portland, OR 97280	\$2,000	for general support
Masorti Foundation 475 Riverside Drive, Suite 832 New York, NY 10115	\$2,000	to help fund a social worker for Hannaton Mechina students
Hasbara Fellowships c/o Elliot Mathias 505 Eighth Avenue, Suite 601 New York, NY 10018	\$4,000	to sponsor activism for Israel on the University of Miami and the University of Florida, Gainesville Campuses
Greater Miami Hillel Foundation Hillel at the University of Miami c/o Edra Pantazes 1100 Stanford Drive Coral Gables, FL 33146	\$10,000	to provide Shabbat meals at no cost to University Miami Hillel students
Holocaust Memorial Committee, Inc. c/o Sharon S. Horowitz 1933-1945 Meridian Avenue Miami, FL 33139	\$10,000	to provide general support
The New Israel Fund 2100 M Street NW, 6th Floor Washington, D.C. 20037	\$1,000	for the Jewish-Arab coexistence program for Israel Movement for Reform and Progressive Judaism

ROBERT RUSSELL MEMORIAL FOUNDATION DECEMBER 2013 CHECK REQUEST		
	Amount	Purpose
American Friends of the Israel Sport Center for the Disabled P.O. Box 667 Deerfield, IL 60015	\$1,000	to support the Disabled Children Kindergarten Program
American Friends of the Jaffa Institute 171-06 76 th Avenue Flushing, NY 11366	\$10,000	to provide general support
JB International c/o Beth Rudich, Director of Development 110 East 30 th Street New York, NY 10016	\$1,000	to support JBI's outreach efforts in South Florida
Jerusalem Center for Public Affairs 7 Church Lane, Suite #9 Baltimore, MD 21208	\$5,000	to support the presentation of Israel's Case to the World
Jewish Agency for Israel North America 633 3 rd Avenue, 21 st Floor New York, NY 10021	\$5,000	to provide critical scholarships to University of Florida students to participate in one of Masa Israel Journey
Jewish Federation of North America c/o Beth Jenis, Senior Executive Recruiter 25 Broadway, 17 th Floor New York, NY 10004	\$8,000	first payment of a two year grant to assist one FEREP graduate student over the two years of study and professional development

ROBERT RUSSELL MEMORIAL FOUNDATION DECEMBER 2013 CHECK REQUEST		
	Amount	Purpose
Jewish Leadership Institute c/o David Abramowitz 925 Arthur Godfrey Road Suite 101 Miami Beach, FL 33140	\$4,000	to fund college and graduate students' participation in JU's Leadership Development Program in Israel and all follow- up programs during the academic year
Jewish Museum of Florida-FIU 301 Washington Avenue Miami Beach, FL 33139	\$1,000	to provide support for the annual operating budget of the Museum
JTA (Jewish Telegraphic Agency) c/o Nancy Clayman, Director of Development 4 West 30 th Street, 4 th Floor New York, NY 10001	\$10,000	for general operating support
Kesher L.D., Inc. c/o Rabbi Ezra Levy, Ed.D. 18900 NE 25th Avenue North Miami Beach, FL 33180	\$5,000	to assist families in need of scholarship dollars for their child with special needs
American Friends of KOLOT c/o Debra Wasserman 27 West 72 nd Street, Apt 702 New York, NY 10023	\$1,000	to provide support for the today's up and coming young leadership class of social activists, government, medical, media, military, and business powerbrokers positioned to impact society in substantial ways
American Friends of Livnot U'Lehibanot P.O. Box 811715 Boca Raton, FL 33481	\$4,000	to fund participants on a Northern Exposure Program

ROBERT RUSSELL MEMORIAL FOUNDATION DECEMBER 2013 CHECK REQUEST		
	Amount	Purpose
Masorti Foundation for Conservation Judaism in Israel c/o David H. Lissy 475 Riverside Drive Suite 832 New York, NY 10115	\$2,000	to support the Masorti Ramah/NOAM Summer Camp in Israel
Judaism and Democracy Action Alliance of North America Inc. 411 Route 17 S Suite 310 Hasbrouk Heights, NJ 07604	\$12,000	To support pluralistic Jewish education in Israel for Meitarim – Jewish and Democratic Educational Network, Ltd.
Melitz c/o Jana Gayevsky 5708 Park Heights Avenue Baltimore, MD 21215	\$2,000	for general support
MyJewishLearning, Inc. c/o Daniel Septimus 377 5 th Avenue, 2 nd Floor New York, NY 10016	\$3,000	for general operating support to continue educating the hundreds of thousands of people who depend on your websites for Jewish information, educational experiences, and online community
Pardes Institute of Jewish Studies 5 West 37 th Street, Suite 802 New York, NY 10018	\$6,000	for scholarships for students from Florida or graduates of Florida universities
American Friends of Sami Shamoon College of Engineering Stern Environmental Group, LLC c/o Douglas Stern, Chairman 100 Plaza Drive Secaucus, NJ 07094-3613	\$10,000	fourth payment of a 10 year grant for capital support
Scheck Hillel Community School c/o Diana Mundlak, Director of Development 19000 NE 25th Avenue North Miami Beach, FL 33180	\$5,000	to expand the financial resources for students who may not be able to travel to Israel without the supplemental assistance

ROBERT RUSSELL MEMORIAL FOUNDATION DECEMBER 2013 CHECK REQUEST		
	Amount	Purpose
The Schechter Institutes, Inc. c/o Mr. Avrum Lapin, North American Representative Box #3566 P.O. Box 8500 Philadelphia, PA 9178-3566	\$5,000	to support the TALI Leadership Development Course/M.A. Program in Jewish Education for Principals and Jewish Studies Coordinators in Israeli TALI schools
Southern Institute for Education and Research c/o Lance Hill, Ph.D. Tulane University 31 McAlister Drive New Orleans, LA 70118	\$2,000	to support teachers engaging in tolerance education throughout the Deep South
Sue and Leonard Miller Center for Contemporary Judaic Studies at the University of Miami c/o Maxine E. Schwartz, Director of Development P.O. Box 248161 Coral Gables, FL 33124-2018	\$15,000	for general support
American Friends of Tel Aviv University c/o Fran Sommers, Director, Foundation Grants 39 Broadway, Suite 1510 New York, NY 10006	\$5,000	first payment of a four year grant to help provide four TAU Presidential Scholarships to one deserving, needy undergraduate student per year for four years
Friends of Yad Sarah, Inc. c/o Adele Goldberg, ACSW 450 Park Avenue 7th Floor New York, NY 10022	\$3,000	to support the purchase of new equipment for Yad Sarah's Medical Equipment Lending Service
American Friends of Yahad in Unum c/o Denise Herschberg, Resource Development Advisor 25 West 45 th Street, Suite 1405 New York, NY 10036	\$1,000	for general support

ROBERT RUSSELL MEMORIAL FOUNDATION DECEMBER 2013 CHECK REQUEST		
	Amount	Purpose
American Supports of YEDID Attn: Staci Light 301 E 69 th Street Suite 17F New York, NY 10021	\$2,000	for general support
Friends of Yemin Orde for Yemin Orde Educational Initiatives c/o Karen Sallerson 4340 East-West Highway Bethesda, MD 20814	\$15,000	for general operating budget for Yemin Orde Educational Initiatives

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	442,318.	442,318.
MUNICIPAL INTEREST	310.	
RETURN OF CAPITAL	727.	
ACCRUED/DEFERRED INCOME	30.	
	-----	-----
TOTAL	443,385.	442,318.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
GREENBERG TRAURIG	24,361.			24,361.
TOTALS	24,361.	NONE	NONE	24,361.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
C.S.MCKEE, L.P.	1,588.	1,588.
BAHL & GAYNOR INVESTMENT	4,852.	4,852.
SAGE ADVISORY SERVICES, LTD	2,359.	2,359.
DELAWARE INVESTMENT	1,084.	1,084.
-----	-----	-----
TOTALS	9,883.	9,883.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR TAX	9,290.	
ESTIMATED TAX	26,000.	
FOREIGN TAX	2,623.	2,623.
	-----	-----
TOTALS	37,913.	2,623.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
ADR FEE	19.	19.	
CLASS ACTION CHARGE	15.	15.	
IL AG FILING FEE	15.		15.
MICROEDGE, LLC -ONLINE PROGRAM	12,536.		12,536.
FOUNDATION CENTER - WEBSITE AN	1,000.		1,000.
TOTALS	13,585.	34.	13,551.
	=====	=====	=====

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

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENTS

9,048,859.

11,593,993.

TOTALS

9,048,859.

11,593,993.

=====

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

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENTS

3,413,411.

4,291,996.

TOTALS

3,413,411.

4,291,996.

=====

=====

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----
HEDGE FUND	C	690,378.	724,890.
		-----	-----
TOTALS		690,378.	724,890.
		=====	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
-----	-----
PENDING PURCHASE - STATE OF ISRAEL 5Y JUBILEE BD	300,000.
COST ADJUSTMENT - RETURN OF CAPITAL	1,785.

TOTAL	301,785.
	=====

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

=====

OFFICER NAME:

THE NORTHERN TRUST COMPANY

ADDRESS:

700 BRICKELL AVENUE

MIAMI, FL 33131

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 90,190.

OFFICER NAME:

NORMAN H. LIPOFF ESQ.

ADDRESS:

1221 Brickell Ave

MIAMI, FL 33131

TITLE:

CO-TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION 120,000.

OFFICER NAME:

MICHAEL SCHECK

ADDRESS:

1221 NE 190TH TERRACE

NORTH MIAMI BEACH, FL

OFFICER NAME:

HARRY WEITZER

ADDRESS:

4960 S,W, 72 AVENUE, SUITE 401

MIAMI, FL

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

=====

OFFICER NAME:

JEOL GOLDMAN

ADDRESS:

433 N CAMDEN DRIVE

BEVERLY HILLS, CA

TOTAL COMPENSATION:

210,190.

=====

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

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

OMB No. 1545-0092

2013

Name of estate or trust

ROBERT RUSSELL MEMORIAL FOUNDATION

Employer identification number

59-2486579

Note: Form 5227 filers need to complete *only* Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	1,233,081.	1,220,576.		12,505.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7 12,505.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	5,131,524.	4,510,056.		621,468.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts				12
13 Capital gain distributions.				13 44,040.
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 665,508.

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

Schedule D (Form 1041) 2013

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33 -

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

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		12,505.
18 Net long-term gain or (loss):			
a Total for year	18a		665,508.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	18b		25.
c 28% rate gain	18c		43,789.
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		678,013.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:

a The loss on line 19, column (3) or **b** \$3,000 **20** ()

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

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

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero.	22		
23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15%. ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	5000. AFLAC INC 4% DUE 02-	10/04/2013	06/03/2014	5,320.00	5,125.00			195.00
	3. AT&T INC	09/18/2013	02/10/2014	97.00	103.00			-6.00
	3. ABBOTT LABORATORIES	11/29/2013	12/30/2013	115.00	115.00			
	215. ABBOTT LABORATORIES	11/29/2013	02/03/2014	7,838.00	8,245.00			-407.00
	75. ABBVIE INC COM USD0.01	12/23/2013	05/22/2014	4,027.00	3,959.00			68.00
	10000. FNMA SINGLE FAMILY YEARS SETTLES SEP	08/07/2013	09/09/2013	9,843.00	9,955.00			-112.00
	10000. FNMA SINGLE FAMILY 15 YEARS SETTLES OCTOBE	09/09/2013	10/07/2013	10,064.00	9,824.00			240.00
	10000. FNMA SINGLE FAMILY 2.5% 15 YEARS SETTLES N	10/07/2013	11/04/2013	10,082.00	10,042.00			40.00
	10000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES M	04/07/2014	05/06/2014	10,205.00	10,076.00			129.00
	10000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES J	05/06/2014	06/09/2014	10,224.00	10,172.00			52.00
	10000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES J	06/09/2014	07/07/2014	10,211.00	10,189.00			22.00
	10000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES A	07/07/2014	08/07/2014	10,245.00	10,181.00			64.00
	20000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES S	08/07/2013	09/03/2013	19,813.00	20,094.00			-281.00
	30000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES S	08/07/2013	09/09/2013	29,743.00	30,141.00			-398.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	30000. FNMA SINGLE FAMILY 3.5% 30 YEARS SETTLES O	09/09/2013	10/03/2013	30,586.00	29,658.00			928.00
	409.79 ALLY AUTO .48% DUE	02/19/2013	09/16/2013	410.00	410.00			
	387.48 ALLY AUTO .48% DUE	02/19/2013	10/15/2013	387.00	388.00			-1.00
	389.78 ALLY AUTO .48% DUE	02/19/2013	11/15/2013	390.00	390.00			
	353.01 ALLY AUTO .48% DUE	02/19/2013	12/16/2013	353.00	353.00			
	366.98 ALLY AUTO .48% DUE	02/19/2013	01/15/2014	367.00	367.00			
	368.81 ALLY AUTO .48% DUE	02/19/2013	02/18/2014	369.00	369.00			
	924.98 ALLY AUTO .57% DUE	08/01/2013	04/21/2014	925.00	922.00			3.00
	1722.17 ALLY AUTO .57% DUE	08/01/2013	05/20/2014	1,722.00	1,717.00			5.00
	1521.71 ALLY AUTO .57% DUE	08/01/2013	06/20/2014	1,522.00	1,517.00			5.00
	1503.69 ALLY AUTO .57% DUE	08/01/2013	07/21/2014	1,504.00	1,499.00			5.00
	26. AMAZON COM INC	02/27/2014	06/20/2014	8,386.00	9,689.00			-1,303.00
	12. AMAZON COM INC	03/27/2014	07/15/2014	4,246.00	4,279.00			-33.00
	84. AMERICAN EXPRESS CO	10/21/2013	05/22/2014	7,409.00	6,781.00			628.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No. **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
90.	AMERICAN INTERNATIONAL COM COM NEW	03/08/2013	10/22/2013	4,715.00	3,556.00			1,159.00
2.	AMERICAN INTERNATIONAL COM COM NEW	03/08/2013	12/30/2013	102.00	79.00			23.00
204.	AMERICAN INTERNATIONAL COM COM NEW	03/08/2013	02/03/2014	9,657.00	8,061.00			1,596.00
325.04	AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NT	02/21/2013	09/09/2013	325.00	325.00			
289.67	AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NT	02/21/2013	10/08/2013	290.00	290.00			
317.59	AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NT	02/21/2013	11/08/2013	318.00	318.00			
272.	AMERICREDIT AUTOMOBIL RECEIVABLES TR 20BKD NT	02/21/2013	12/09/2013	272.00	272.00			
270.7	AMERICREDIT AUTOMOBIL RECEIVABLES TR 20BKD NT	02/21/2013	01/08/2014	271.00	271.00			
310.94	AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NT	02/21/2013	02/10/2014	311.00	311.00			
215.95	AMERICREDIT FLTGT RT 03-08-201703-08-2017	11/05/2013	05/08/2014	216.00	216.00			
1011.26	AMERICREDIT FLTGT R 03-08-201703-08-2017	11/05/2013	06/09/2014	1,011.00	1,011.00			
826.6	AMERICREDIT FLTGT RT 03-08-201703-08-2017	11/05/2013	07/08/2014	827.00	827.00			
694.57	AMERICREDIT FLTGT RT 03-08-201703-08-2017	11/05/2013	08/08/2014	695.00	695.00			
7.	APPLE COMPUTER INC	07/02/2013	10/22/2013	3,631.00	2,919.00			712.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No. **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

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You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
10.	APPLE COMPUTER INC	06/25/2013	10/22/2013	5,188.00	4,010.00			1,178.00
1.	APPLE COMPUTER INC	06/25/2013	12/30/2013	555.00	401.00			154.00
23.	APPLE COMPUTER INC	06/25/2013	02/03/2014	11,623.00	9,116.00			2,507.00
99.	ARM HLDGS PLC SPONSORE	07/23/2013	10/22/2013	4,872.00	4,145.00			727.00
14.67	CMO BANC AMER COML M 2004-5 A-1A 4.541999816	07/12/2013	09/10/2013	15.00	15.00			
15.41	CMO BANC AMER COML M 2004-5 A-1A 4.541999816	07/12/2013	10/10/2013	15.00	16.00			-1.00
14.81	CMO BANC AMER COML M 2004-5 A-1A 4.541999816	07/12/2013	11/12/2013	15.00	15.00			
15.54	CMO BANC AMER COML M 2004-5 A-1A 4.541999816	07/12/2013	12/10/2013	16.00	16.00			
14.94	CMO BANC AMER COML M 2004-5 A-1A 4.541999816	07/12/2013	01/10/2014	15.00	15.00			
15.01	CMO BANC AMER COML M 2004-5 A-1A 4.541999816	07/12/2013	02/10/2014	15.00	16.00			-1.00
17.05	CMO BANC AMER COML M 2004-5 A-1A 4.541999816	07/12/2013	03/10/2014	17.00	18.00			-1.00
956.56	CMO BANC AMER COML 2004-5 A-1A 4.541999816	07/12/2013	04/10/2014	957.00	988.00			-31.00
659.77	CMO BANC AMER COML 2004-5 A-1A 4.541999816	07/12/2013	05/12/2014	660.00	682.00			-22.00
411.1	CMO BANC AMER COML M 2004-5 A-1A 4.541999816	07/12/2013	06/10/2014	411.00	425.00			-14.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No. 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No. **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	1368.11 CMO BANC AMER COME 2004-5 A-1A 4.541999816	07/12/2013	07/10/2014	1,368.00	1,413.00			-45.00
	10000. BANK OF AMER CORP 5 05-13-2021	09/30/2013	04/10/2014	11,061.00	10,767.00			294.00
	5000. BANK AMER CORP 5.74 01-24-2022	03/27/2013	09/30/2013	5,619.00	5,847.00			-228.00
	5000. BANK NOVA SCOTIA B C 12-18-2017 REG	03/20/2013	02/11/2014	4,968.00	5,006.00			-38.00
	5000. BARRICK GOLD CORP 2. 05-30-2016	03/14/2013	12/03/2013	5,235.00	5,265.00			-30.00
	10000. BEAR STEARNS COS IN STEARNS CO 6.410 2 17 6	03/13/2013	10/03/2013	11,680.00	11,994.00			-314.00
	61. BIOMARIN PHARMACEUTICA ISIN CH0008107010	11/14/2013	05/21/2014	3,449.00	3,942.00			-493.00
	34. BOEING CO	01/08/2014	07/17/2014	4,315.00	4,797.00			-482.00
	2. BRISTOL MYERS SQUIBB CO	09/18/2013	03/20/2014	108.00	92.00			16.00
	5000. CAP 1 FINL CORP 2.15 03-23-2015	08/15/2013	02/06/2014	5,078.00	5,081.00			-3.00
	279.17 CARMAX AUTO OWNER . 03-15-2017	02/13/2013	01/15/2014	279.00	281.00			-2.00
	40. CATAMARAN CORP COM	10/16/2013	10/22/2013	1,987.00	1,973.00			14.00
	275. CATAMARAN CORP COM	02/13/2014	04/10/2014	10,569.00	13,558.00			-2,989.00
	63. CHURCH & DWIGHT INC	08/21/2013	10/22/2013	3,998.00	3,828.00			170.00

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Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

ROBERT RUSSELL MEMORIAL FOUNDATION

Social security number or taxpayer identification number

59-2486579

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- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
237.	CISCO SYS INC	09/18/2013	10/22/2013	5,361.00	5,157.00			204.00
139.	CISCO SYS INC	07/08/2013	10/22/2013	3,144.00	3,405.00			-261.00
7.	CISCO SYS INC	07/08/2013	12/30/2013	156.00	171.00			-15.00
5000.	CITIBANK CR CARD 4.1 DUE 07-07-2017	02/19/2013	01/28/2014	5,261.00	5,421.00			-160.00
5000.	COMCAST CORP NEW 6.3 11-15-2017 BEO	06/18/2013	11/01/2013	5,906.00	6,002.00			-96.00
5000.	CONAGRA FOODS INC SR DUE 04-15-2014	03/14/2013	10/24/2013	5,117.00	5,272.00			-155.00
5000.	CORN PRODS INTL NT 3 11-01-2015	05/22/2013	03/24/2014	5,171.00	5,262.00			-91.00
74.	CULLEN FROST BANKERS I	08/26/2013	10/22/2013	5,286.00	5,585.00			-299.00
28.	CULLEN FROST BANKERS I	04/25/2014	05/13/2014	2,130.00	2,116.00			14.00
32.	CULLEN FROST BANKERS I	03/04/2014	05/14/2014	2,379.00	2,399.00			-20.00
11.	CULLEN FROST BANKERS I	08/22/2013	05/15/2014	801.00	824.00			-23.00
45.	CULLEN FROST BANKERS I	08/27/2013	06/05/2014	3,439.00	3,310.00			129.00
35.	CULLEN FROST BANKERS I	08/21/2013	06/18/2014	2,753.00	2,545.00			208.00
10.	CULLEN FROST BANKERS I	07/08/2013	06/19/2014	784.00	723.00			61.00

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

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Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	149. DIGITAL RLTY TR INC C	10/31/2013	12/03/2013	6,529.00	8,156.00			-1,627.00
	63. E I DU PONT DE NEMOURS	12/26/2013	04/15/2014	4,166.00	4,045.00			121.00
	97. EBAY INC	07/18/2013	10/22/2013	5,032.00	5,339.00			-307.00
	90. EBAY INC	07/18/2013	01/31/2014	4,772.00	4,814.00			-42.00
	176. EBAY INC	05/13/2014	06/30/2014	8,804.00	8,972.00			-168.00
	20. EDWARDS LIFESCIENCES C	10/15/2013	04/30/2014	1,628.00	1,497.00			131.00
	5000. EQTY RESDNTL PPTY 5. 5.125 DUE 03-15-2016 BE	06/10/2013	11/01/2013	5,469.00	5,534.00			-65.00
	5000. EQTY RESDNTL PPTY 5. 5.125 DUE 03-15-2016 BE	11/21/2013	02/06/2014	5,429.00	5,472.00			-43.00
	113. FACEBOOK INC CL A CL	01/29/2013	10/22/2013	6,021.00	3,573.00			2,448.00
	50000. FNMA .375 DUE 12-21	02/06/2013	02/04/2014	50,066.00	49,950.00			116.00
	232.76 FHLNC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	09/16/2013	233.00	244.00			-11.00
	154.23 FHLNC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	10/15/2013	154.00	161.00			-7.00
	210.93 FHLNC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	11/15/2013	211.00	221.00			-10.00
	124.85 FHLNC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	12/16/2013	125.00	131.00			-6.00

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

ROBERT RUSSELL MEMORIAL FOUNDATION

Social security number or taxpayer identification number

59-2486579

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	200.37 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	01/15/2014	200.00	210.00			-10.00
	160.97 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	02/18/2014	161.00	168.00			-7.00
	126.53 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	03/17/2014	127.00	132.00			-5.00
	125.87 FORD CR AUTO LEASE .4233% DUE 01-15-2016	10/22/2013	06/16/2014	126.00	126.00			
	327.02 FORD CR AUTO LEASE .4233% DUE 01-15-2016	10/22/2013	07/15/2014	327.00	327.00			
	350.63 FORD CR AUTO LEASE .4233% DUE 01-15-2016	10/22/2013	08/15/2014	351.00	351.00			
	126. GILEAD SCIENCES INC	06/06/2013	10/22/2013	8,534.00	6,284.00			2,250.00
	84. GLAXO PLC	04/16/2014	08/01/2014	4,002.00	4,429.00			-427.00
	46. HEALTH CARE REIT INC C	06/20/2013	10/22/2013	2,981.00	2,903.00			78.00
	178. HEALTH CARE REIT INC	08/16/2013	12/19/2013	9,381.00	10,770.00			-1,389.00
	135. HOLOGIC INC COM	06/19/2013	10/22/2013	3,027.00	2,805.00			222.00
	529. HOLOGIC INC COM	06/20/2013	12/04/2013	11,783.00	10,568.00			1,215.00
	109. HOME DEPOT INC	12/19/2013	07/17/2014	8,660.00	8,403.00			257.00
	405.11 HONDA AUTO .94% DUE	03/27/2013	09/23/2013	405.00	406.00			-1.00

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

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Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	353.19 HONDA AUTO .94% DUE	03/27/2013	10/21/2013	353.00	354.00			-1.00
	353.22 HONDA AUTO .94% DUE	03/27/2013	11/21/2013	353.00	354.00			-1.00
	317.73 HONDA AUTO .94% DUE	03/27/2013	12/23/2013	318.00	318.00			
	2161.08 HONDA AUTO .94% DU	03/27/2013	01/21/2014	2,161.00	2,166.00			-5.00
	293.01 HUNTINGTON AUTO TR .51 04-17-2017	01/28/2014	07/15/2014	293.00	293.00			
	361.18 HUNTINGTON AUTO TR .51 04-17-2017	01/28/2014	08/15/2014	361.00	361.00			
	321.89 HYUNDAI AUTO .57% D 06-15-2016	09/11/2013	04/15/2014	322.00	322.00			
	4678.11 HYUNDAI AUTO .57% 06-15-2016	09/11/2013	05/05/2014	4,683.00	4,678.00			5.00
	126. J P MORGAN CHASE & CO	09/30/2013	02/03/2014	6,907.00	6,544.00			363.00
	10000. JPMORGAN CHASE & CO P MORGAN 6 DUE 01-15-20	10/03/2013	03/17/2014	11,525.00	11,517.00			8.00
	5000. JPMORGAN CHASE & 1.6 05-15-2018	11/05/2013	06/26/2014	4,978.00	4,912.00			66.00
	78. JACOBS ENGR GROUP INC	04/01/2013	10/22/2013	4,712.00	4,313.00			399.00
	59. JACOBS ENGR GROUP INC	11/12/2013	04/30/2014	3,387.00	3,647.00			-260.00
	65. KLA-TENCOR CORP	08/22/2013	10/22/2013	4,208.00	3,678.00			530.00

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OMB No 1545-0074

2013Attachment
Sequence No. **12A**

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Name(s) shown on return

ROBERT RUSSELL MEMORIAL FOUNDATION

Social security number or taxpayer identification number

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☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
67.	KLA-TENCOR CORP	08/22/2013	10/24/2013	4,291.00	3,565.00			726.00
76.	KLA-TENCOR CORP	03/15/2013	01/31/2014	4,663.00	4,020.00			643.00
106.	KRAFT FOODS GROUP INC	09/18/2013	10/22/2013	5,811.00	5,367.00			444.00
17.	LINKEDIN CORP CL A	05/15/2013	10/22/2013	4,133.00	3,258.00			875.00
19.	LINKEDIN CORP CL A	10/30/2013	01/06/2014	3,883.00	4,282.00			-399.00
25.	LINKEDIN CORP CL A	06/20/2013	05/20/2014	3,738.00	4,350.00			-612.00
38.	LOCKHEED MARTIN CORP	08/23/2013	10/22/2013	4,905.00	4,729.00			176.00
6.	MATTEL INC	03/04/2014	04/16/2014	229.00	242.00			-13.00
41.	MCDONALDS CORP	05/15/2013	01/23/2014	3,905.00	4,177.00			-272.00
701.34	MERCEDES-BENZ AUTO 10-17-2016	04/25/2013	04/15/2014	701.00	701.00			
141.	MICROSOFT CORP COM	09/18/2013	10/22/2013	4,891.00	3,884.00			1,007.00
109.	MOTOROLA SOLUTIONS IN	02/03/2014	05/14/2014	7,338.00	6,925.00			413.00
70.	MOTOROLA SOLUTIONS INC	02/03/2014	06/19/2014	4,667.00	4,447.00			220.00
77.	MOTOROLA SOLUTIONS INC	02/03/2014	08/28/2014	4,572.00	4,892.00			-320.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No. 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No. **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	14.75 NOW INC COM	07/19/2013	06/20/2014	511.00	424.00			87.00
	1. ONE GAS INC COM	09/18/2013	02/10/2014	32.00	26.00			6.00
	28. PANERA BREAD CO CL A	09/20/2013	01/31/2014	4,695.00	4,769.00			-74.00
	64. PAYCHEX INC	08/02/2013	10/22/2013	2,736.00	2,583.00			153.00
	54. PEPSICO INC	08/21/2013	01/31/2014	4,343.00	4,292.00			51.00
	391.85 PIMCO COMMODITY REA STRATEGY FUND	12/12/2012	12/05/2013	2,190.00	2,657.00			-467.00
	56. PRICE T ROWE GROUP INC	04/24/2013	10/22/2013	4,321.00	4,110.00			211.00
	5000. PROLOGIS L P 2.75% D 02-15-2019	08/08/2013	05/02/2014	5,071.00	4,998.00			73.00
	5000. PRUDENTIAL FINANCIAL # TR 00033 4.75% DUE 09	04/03/2013	03/24/2014	5,286.00	5,459.00			-173.00
	68. QUALCOMM INC	09/18/2013	10/22/2013	4,696.00	4,364.00			332.00
	5000. ROYAL BK CDA 2.875% 04-19-2016	06/12/2013	04/02/2014	5,214.00	5,264.00			-50.00
	5000. RYDER SYS INC MEDIUM BOOK ENTRYTRANCHE # TR	04/18/2013	02/19/2014	4,985.00	5,033.00			-48.00
	5000. SEMPRA ENERGY 6.5% D 06-01-2016	05/31/2013	11/01/2013	5,664.00	5,770.00			-106.00
	3. SOUTHERN CO	09/18/2013	11/20/2013	125.00	125.00			

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Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from Instructions	(g) Amount of adjustment	
	99. SPECTRA ENERGY CORP CO	09/16/2013	10/22/2013	3,566.00	3,333.00			233.00
	5000. STARBUCKS CORP 6.25% 08-15-2017	06/19/2013	04/08/2014	5,787.00	5,894.00			-107.00
	25. TERADATA CORP DEL COM	02/07/2013	10/22/2013	1,092.00	1,585.00			-493.00
	33. TERADATA CORP DEL COM	02/07/2013	11/25/2013	1,491.00	2,092.00			-601.00
	59. TRACTOR SUPPLY CO	01/31/2014	07/17/2014	3,622.00	3,932.00			-310.00
	160. THE TRAVELERS COMPANY	02/03/2014	04/01/2014	13,485.00	12,893.00			592.00
	23. TUPPERWARE CORP	02/19/2013	10/22/2013	2,166.00	1,802.00			364.00
	764. TWENTY-FIRST CENTY FO CL A	04/15/2014	07/17/2014	25,112.00	24,252.00			860.00
	145. US BANCORP DEL NEW	09/18/2013	10/22/2013	5,522.00	5,384.00			138.00
	67. ULTA SALON COSMETICS & INC COMSTK	02/19/2013	12/20/2013	6,336.00	5,778.00			558.00
	5000. U S BANCORP MEDIUM 3 03-04-2015 BD 3.15% DUE	05/10/2013	04/21/2014	5,122.00	5,237.00			-115.00
	5000. UNITED STATES TREAS 11-30-2018 REG	01/03/2014	01/13/2014	4,923.00	4,900.00			23.00
	50000. US TREAS NTS 00377 11-30-2013 REG	08/09/2013	12/02/2013	50,000.00	50,029.00			-29.00
	5000. US TREAS NTS .875 DU REG 01-31-2017 REG	02/11/2014	02/25/2014	5,026.00	5,023.00			3.00

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Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
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Sequence No **12A**

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	5000. US TREAS NTS .875 DU REG 01-31-2017 REG	03/03/2014	05/07/2014	5,015.00	5,034.00			-19.00
	5000. US TREAS NTS .875 DU REG 01-31-2017 REG	03/03/2014	06/10/2014	5,015.00	5,034.00			-19.00
	10000. US TREAS NTS .875 D 01-31-2017 REG 01-31-20	03/03/2014	06/25/2014	10,034.00	10,068.00			-34.00
	10000. US TREAS NTS .875 D 01-31-2017 REG 01-31-20	02/11/2014	07/08/2014	10,022.00	10,046.00			-24.00
	15000. US TREAS NTS .875 D 01-31-2017 REG 01-31-20	02/11/2014	07/24/2014	15,032.00	15,069.00			-37.00
	50000. UNITED STATES TREAS 03-31-2014 REG	11/29/2013	02/25/2014	50,008.00	50,022.00			-14.00
	5000. UNITED STATES TREAS 03-31-2017 REG	10/22/2013	02/25/2014	5,036.00	5,039.00			-3.00
	20000. UNITED STATES TREAS 00419 .25% DUE 08-31-20	02/25/2014	03/05/2014	20,016.00	20,017.00			-1.00
	40000. UNITED STATES TREAS 00419 .25% DUE 08-31-20	02/25/2014	04/09/2014	40,030.00	40,034.00			-4.00
	40000. UNITED STATES TREAS 00419 .25% DUE 08-31-20	02/04/2014	06/11/2014	40,017.00	40,033.00			-16.00
	5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	09/30/2013	4,631.00	4,850.00			-219.00
	5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	10/01/2013	4,622.00	4,850.00			-228.00
	5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	10/04/2013	4,617.00	4,850.00			-233.00
	5000. UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	01/16/2014	4,570.00	4,850.00			-280.00

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Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

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5000.	UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	01/31/2014	4,642.00	4,850.00			-208.00
15000.	UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	02/04/2014	13,955.00	14,549.00			-594.00
5000.	UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	02/06/2014	4,629.00	4,850.00			-221.00
5000.	UNITED STATES TREAS 11/15/2012 1.625% DUE 1	10/03/2013	05/16/2014	4,724.00	4,658.00			66.00
5000.	UNITED STATES TREAS 11/15/2012 1.625% DUE 1	10/03/2013	06/06/2014	4,697.00	4,660.00			37.00
40000.	UNITED STATES TREAS DUE 01-15-2016	02/06/2013	10/03/2013	39,986.00	39,999.00			-13.00
35000.	UNITED STATES TREAS DUE 01-15-2016	02/06/2013	10/22/2013	35,009.00	34,999.00			10.00
5000.	UTD STATES TREAS .25 01-31-2015	02/06/2013	09/24/2013	5,004.00	5,000.00			4.00
5000.	UTD STATES TREAS .25 01-31-2015	02/06/2013	10/11/2013	5,001.00	5,000.00			1.00
5000.	UTD STATES TREAS .25 01-31-2015	02/06/2013	11/21/2013	5,005.00	5,000.00			5.00
5000.	UNITED STATES TREAS 04/30/2013 .625% DUE 04	08/09/2013	09/05/2013	4,751.00	4,850.00			-99.00
5000.	UNITED STATES TREAS 04/30/2013 .625% DUE 04	08/09/2013	10/03/2013	4,866.00	4,854.00			12.00
5000.	UNITED STATES TREAS 04/30/2013 .625% DUE 04	11/04/2013	11/05/2013	4,872.00	4,880.00			-8.00
10000.	UNITED STATES TREAS 04/30/2013 .625% DUE 04	11/04/2013	12/05/2013	9,732.00	9,740.00			-8.00

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OMB No 1545-0074

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1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	10000. UNITED STATES TREAS 04/30/2013 .625% DUE 04	08/26/2013	01/09/2014	9,639.00	9,624.00			15.00
	5000. UNITED STATES TREAS 11/15/2013 2.75% DUE 11	08/05/2014	08/06/2014	5,148.00	5,134.00			14.00
	26. VALMONT INDS INC COM	09/20/2013	10/22/2013	3,582.00	3,831.00			-249.00
	27. VENTAS INC COM	05/16/2013	10/22/2013	1,774.00	2,201.00			-427.00
	90. VERIZON COMMUNICATIONS	05/15/2013	01/16/2014	4,368.00	4,782.00			-414.00
	5000. VODAFONE GROUP PLC 5 12-16-2013 12-16-2013/1	08/09/2013	12/16/2013	5,000.00	5,077.00			-77.00
	5000. VORNADO RLTY L P 4.2 04-01-2015	07/30/2013	02/06/2014	5,143.00	5,223.00			-80.00
	95. WHOLE FOODS MKT INC	01/31/2014	06/20/2014	3,707.00	5,009.00			-1,302.00
	53. YUM BRANDS INC	07/16/2013	10/22/2013	3,546.00	3,771.00			-225.00
	.32 ACTAVIS PLC COM	05/20/2013	10/01/2013	50.00	40.00			10.00
	30. ACTAVIS PLC COM	05/20/2013	10/22/2013	4,401.00	3,709.00			692.00
	1. ACTAVIS PLC COM	05/20/2013	12/30/2013	166.00	124.00			42.00
	69. ACTAVIS PLC COM	06/25/2013	02/03/2014	12,754.00	8,450.00			4,304.00
	82. EATON CORP PLC COM USD	07/18/2013	10/22/2013	5,652.00	5,426.00			226.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if **Box A** above is checked), line 2 (if **Box B** above is checked), or line 3 (if **Box C** above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	73. NXP SEMICONDUCTORS N V	09/13/2013	10/22/2013	2,728.00	2,748.00			-20.00
	87. NXP SEMICONDUCTORS N V	01/02/2014	04/28/2014	4,954.00	3,822.00			1,132.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►				1,233,081.	1,220,576.			12,505.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

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Social security number or taxpayer identification number

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Part II **Long-Term.** Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
78.	AT&T INC	05/14/2012	10/22/2013	2,747.00	2,604.00			143.00
111.	AT&T INC	08/05/2010	10/22/2013	3,909.00	2,963.00			946.00
3.	AT&T INC	02/10/2009	12/30/2013	105.00	74.00			31.00
136.	AT&T INC	11/07/2012	01/09/2014	4,591.00	4,181.00			410.00
209.	AT&T INC	02/29/2012	02/10/2014	6,756.00	5,355.00			1,401.00
79.	ABBVIE INC COM USD0.01	02/29/2012	10/22/2013	3,888.00	2,335.00			1,553.00
104.	ABBVIE INC COM USD0.0	08/07/2012	10/22/2013	5,118.00	3,240.00			1,878.00
76.	ABBVIE INC COM USD0.01	01/22/2013	03/31/2014	3,889.00	2,747.00			1,142.00
81.	ABBVIE INC COM USD0.01	01/22/2013	04/15/2014	3,802.00	2,603.00			1,199.00
66.	ABBVIE INC COM USD0.01	11/30/2011	05/13/2014	3,442.00	1,863.00			1,579.00
110.	ABBVIE INC COM USD0.0	11/30/2011	05/20/2014	5,884.00	3,105.00			2,779.00
69.	ABBVIE INC COM USD0.01	11/30/2011	05/22/2014	3,705.00	1,947.00			1,758.00
64.	AGILENT TECHNOLOGIES I	09/28/2012	10/22/2013	3,269.00	2,456.00			813.00
3.	AGILENT TECHNOLOGIES IN	09/28/2012	12/30/2013	172.00	115.00			57.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
146.	AGILENT TECHNOLOGIES	09/28/2012	02/03/2014	8,327.00	5,602.00			2,725.00
56.	ALEXION PHARMACEUTICAL	11/30/2011	10/22/2013	6,003.00	3,796.00			2,207.00
24.	ALEXION PHARMACEUTICAL	11/05/2012	05/01/2014	3,869.00	2,171.00			1,698.00
27.	ALEXION PHARMACEUTICAL	02/15/2013	05/13/2014	4,368.00	2,392.00			1,976.00
71.	ALLSTATE CORP	09/27/2010	10/22/2013	3,813.00	1,960.00			1,853.00
2.	ALLSTATE CORP	02/10/2009	12/30/2013	108.00	41.00			67.00
338.6	ALLY AUTO .48% DUE 0	02/19/2013	03/17/2014	339.00	339.00			
314.59	ALLY AUTO .48% DUE	02/19/2013	04/15/2014	315.00	315.00			
1332.71	ALLY AUTO .57% DUE	08/01/2013	08/20/2014	1,333.00	1,329.00			4.00
116.	ALTRIA GROUP INC	05/14/2012	10/22/2013	4,208.00	3,691.00			517.00
26.	AMAZON COM INC	02/29/2012	10/22/2013	8,626.00	4,836.00			3,790.00
26.	AMAZON COM INC	02/29/2012	04/28/2014	7,517.00	4,443.00			3,074.00
16.	AMAZON COM INC	09/27/2010	04/30/2014	4,825.00	2,577.00			2,248.00
18.	AMAZON COM INC	09/27/2010	05/13/2014	5,472.00	2,899.00			2,573.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
25.	AMAZON COM INC	09/27/2010	05/14/2014	7,518.00	4,027.00			3,491.00
69.	AMERICAN EXPRESS CO	03/16/2011	10/22/2013	5,581.00	2,936.00			2,645.00
74.	AMERICAN EXPRESS CO	02/29/2012	10/22/2013	5,985.00	3,849.00			2,136.00
157.	AMERICAN EXPRESS CO	03/16/2011	02/03/2014	13,165.00	6,681.00			6,484.00
49.	AMERICAN EXPRESS CO	03/16/2011	04/08/2014	4,235.00	2,085.00			2,150.00
57.	AMERICAN EXPRESS CO	03/16/2011	05/13/2014	5,086.00	2,398.00			2,688.00
60.	AMERICAN EXPRESS CO	12/17/2009	05/20/2014	5,232.00	2,342.00			2,890.00
30.	AMERICAN EXPRESS CO	11/06/2009	05/22/2014	2,646.00	1,122.00			1,524.00
69.	AMERICAN TOWER CORP	02/29/2012	10/22/2013	5,499.00	4,222.00			1,277.00
302.	AMERICREDIT AUTOMOBIL RECEIVABLES TR 20BKD NT	02/21/2013	03/10/2014	302.00	302.00			
305.82	AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NT	02/21/2013	04/08/2014	306.00	306.00			
292.41	AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NT	02/21/2013	05/08/2014	292.00	293.00			-1.00
279.2	AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NT	02/21/2013	06/09/2014	279.00	279.00			
266.98	AMERICREDIT AUTOMOB RECEIVABLES TR 20BKD NT	02/21/2013	07/08/2014	267.00	267.00			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See **Column (g)** in the separate instructions for how to figure the amount of the adjustment.

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ROBERT RUSSELL MEMORIAL FOUNDATION

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
109.	AMERISOURCE BERGEN CO	09/27/2010	10/22/2013	6,954.00	3,064.00			3,890.00
251.	AMERISOURCE BERGEN CO	02/11/2009	02/03/2014	16,480.00	4,727.00			11,753.00
59.	ANALOG DEVICES INC	05/14/2012	10/22/2013	2,805.00	2,357.00			448.00
45.	APACHE CORP	09/27/2010	10/22/2013	4,035.00	4,416.00			-381.00
1.	APACHE CORP	02/10/2009	12/30/2013	86.00	75.00			11.00
102.	APACHE CORP	02/11/2009	02/03/2014	8,096.00	7,639.00			457.00
5000.	APACHE CORP 3.25 DUE REG	03/14/2013	05/12/2014	5,098.00	5,119.00			-21.00
38.	APPLE COMPUTER INC	07/06/2012	10/22/2013	19,713.00	19,260.00			453.00
9.	APPLE COMPUTER INC	10/26/2012	04/29/2014	5,333.00	5,354.00			-21.00
78.	AUTOMATIC DATA PROCESS	05/14/2012	10/22/2013	5,893.00	4,196.00			1,697.00
49.	AUTOMATIC DATA PROCESS	11/07/2012	12/06/2013	3,900.00	2,411.00			1,489.00
75.	AUTOMATIC DATA PROCESS	11/28/2011	12/09/2013	5,906.00	3,667.00			2,239.00
63.	AUTOMATIC DATA PROCESS	03/15/2013	04/16/2014	4,720.00	4,078.00			642.00
10000.	AUTOZONE INC 4 1/2 DUE	03/14/2013	04/10/2014	10,609.00	10,594.00			15.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
85.	BCE INC COM NEW	05/14/2012	10/22/2013	3,749.00	3,441.00			308.00
22.	BCE INC COM NEW	05/14/2012	12/23/2013	946.00	845.00			101.00
1166.85	CMO BANC AMER COML 2004-5 A-1A 4.541999816	07/12/2013	08/11/2014	1,167.00	1,205.00			-38.00
117.	BANK NEW YORK MELLON	09/27/2010	10/22/2013	3,682.00	3,047.00			635.00
4.	BANK NEW YORK MELLON CO	02/10/2009	12/30/2013	138.00	104.00			34.00
46.	BAXTER INTL INC	08/15/2012	10/22/2013	3,007.00	2,738.00			269.00
72.	BAXTER INTL INC	06/03/2009	10/22/2013	4,706.00	3,587.00			1,119.00
2.	BAXTER INTL INC	06/03/2009	12/30/2013	138.00	100.00			38.00
142.	#REORG/BEAM INC-WHEN EFF 05-01-2014	09/27/2010	09/30/2013	9,163.00	3,818.00			5,345.00
56.	BIOMARIN PHARMACEUTICA ISIN CH0008107010	09/27/2012	10/22/2013	3,733.00	2,241.00			1,492.00
75.	BIOMARIN PHARMACEUTICA ISIN CH0008107010	02/27/2013	04/28/2014	4,233.00	4,230.00			3.00
67.	BIOMARIN PHARMACEUTICA ISIN CH0008107010	09/27/2012	05/13/2014	3,865.00	2,681.00			1,184.00
47.	BIOMARIN PHARMACEUTICA ISIN CH0008107010	09/27/2012	05/20/2014	2,643.00	1,881.00			762.00
26.	BIOMARIN PHARMACEUTICA ISIN CH0008107010	09/27/2012	05/21/2014	1,470.00	1,041.00			429.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	31. BIOGEN IDEC INC COM ST IDEC SEC#2005597 EFF 11	02/29/2012	10/22/2013	7,771.00	3,682.00			4,089.00
	9. BLACKROCK INC CL A	07/09/2012	10/22/2013	2,756.00	1,537.00			1,219.00
	52. BOEING CO	02/29/2012	10/22/2013	6,362.00	3,862.00			2,500.00
	74. BOEING CO	07/08/2013	07/14/2014	9,607.00	6,202.00			3,405.00
	51. BOEING CO	11/30/2011	07/15/2014	6,604.00	3,476.00			3,128.00
	80. BOEING CO	11/30/2011	07/17/2014	10,154.00	5,453.00			4,701.00
	5000. BOEING CO SR NT 3.5 02-15-2015	05/22/2013	06/11/2014	5,105.00	5,268.00			-163.00
	37. BORG WARNER AUTOMOTIVE	12/15/2011	10/22/2013	3,926.00	2,335.00			1,591.00
	5. BORG WARNER AUTOMOTIVE	12/15/2011	12/30/2013	280.00	158.00			122.00
	165. BORG WARNER AUTOMOTIV	12/15/2011	02/03/2014	8,483.00	5,206.00			3,277.00
	354. BRISTOL MYERS SQUIBB	08/08/2012	10/15/2013	16,809.00	12,113.00			4,696.00
	102. BRISTOL MYERS SQUIBB	02/29/2012	10/22/2013	5,072.00	3,303.00			1,769.00
	173. BRISTOL MYERS SQUIBB	11/07/2012	11/15/2013	9,065.00	5,400.00			3,665.00
	111. BRISTOL MYERS SQUIBB	11/28/2011	02/10/2014	5,692.00	3,454.00			2,238.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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						(f) Code(s) from instructions	(g) Amount of adjustment	
177.	BRISTOL MYERS SQUIBB	11/28/2011	03/20/2014	9,522.00	5,508.00			4,014.00
70.	CBS CORP	06/29/2012	10/22/2013	4,169.00	2,269.00			1,900.00
2.	CBS CORP	06/29/2012	12/30/2013	128.00	65.00			63.00
157.	CBS CORP	06/29/2012	02/03/2014	8,934.00	5,089.00			3,845.00
562.	CARMAX AUTO OWNER .84 03-15-2017	02/13/2013	02/18/2014	562.00	565.00			-3.00
561.33	CARMAX AUTO OWNER . 03-15-2017	02/13/2013	03/17/2014	561.00	565.00			-4.00
594.65	CARMAX AUTO OWNER . 03-15-2017	02/13/2013	04/15/2014	595.00	598.00			-3.00
574.44	CARMAX AUTO OWNER . 03-15-2017	02/13/2013	05/15/2014	574.00	578.00			-4.00
546.66	CARMAX AUTO OWNER . 03-15-2017	02/13/2013	06/16/2014	547.00	550.00			-3.00
516.41	CARMAX AUTO OWNER . 03-15-2017	02/13/2013	07/15/2014	516.00	519.00			-3.00
6365.33	CARMAX AUTO OWNER 03-15-2017	02/13/2013	07/23/2014	6,381.00	6,403.00			-22.00
97.83	CARMAX AUTO OWNER .5 DUE 07-17-2017	04/17/2013	05/15/2014	98.00	98.00			
301.94	CARMAX AUTO OWNER . DUE 07-17-2017	04/17/2013	06/16/2014	302.00	302.00			
289.1	CARMAX AUTO OWNER .5 DUE 07-17-2017	04/17/2013	07/15/2014	289.00	289.00			
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	299.25 CARMAX AUTO OWNER . DUE 07-17-2017	04/17/2013	08/15/2014	299.00	299.00			
	76. CELGENE CORP	04/27/2012	10/22/2013	12,154.00	5,575.00			6,579.00
	32. CELGENE CORP	04/27/2012	04/28/2014	4,484.00	2,293.00			2,191.00
	49. CHEVRONTXACO CORP	05/14/2012	10/22/2013	5,880.00	4,999.00			881.00
	59. CHEVRONTXACO CORP	09/27/2010	10/22/2013	7,080.00	4,583.00			2,497.00
	23. CHEVRONTXACO CORP	02/10/2009	02/03/2014	2,570.00	1,637.00			933.00
	47. CITRIX SYS INC	11/30/2011	10/22/2013	2,668.00	3,317.00			-649.00
	92. CITRIX SYS INC	11/30/2011	01/08/2014	5,617.00	6,493.00			-876.00
	95. CITRIX SYS INC	02/06/2012	01/08/2014	5,800.00	6,625.00			-825.00
	102. COCA COLA CO	06/26/2012	10/22/2013	3,983.00	3,899.00			84.00
	57. CONOCOPHILLIPS	09/27/2010	10/22/2013	4,167.00	2,448.00			1,719.00
	2. CONOCOPHILLIPS	09/27/2010	12/30/2013	140.00	86.00			54.00
	38. COSTCO WHSL CORP NEW	02/29/2012	10/22/2013	4,484.00	3,252.00			1,232.00
	63. CULLEN FROST BANKERS I	07/08/2013	08/01/2014	4,807.00	4,516.00			291.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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	31. CUMMINS ENGINE INC	11/03/2011	10/22/2013	4,298.00	3,285.00			1,013.00
	54. DANAHER CORP	11/30/2011	09/03/2013	3,552.00	2,601.00			951.00
	84. DANAHER CORP	11/30/2011	10/22/2013	6,057.00	4,046.00			2,011.00
	43. DEERE & CO	09/04/2012	10/22/2013	3,637.00	3,201.00			436.00
	2. DEERE & CO	09/04/2012	12/30/2013	181.00	149.00			32.00
	97. DEERE & CO	09/04/2012	02/03/2014	8,243.00	7,222.00			1,021.00
	82. DICK'S SPORTING GOODS	11/30/2011	09/10/2013	4,157.00	3,192.00			965.00
	127. DICK'S SPORTING GOODS	11/30/2011	09/19/2013	6,770.00	4,944.00			1,826.00
	46. DIGITAL RLTY TR INC CO	07/18/2012	10/22/2013	2,587.00	3,493.00			-906.00
	127. DIGITAL RLTY TR INC C	11/01/2012	12/03/2013	5,565.00	8,582.00			-3,017.00
	107. WALT DISNEY CO	02/29/2012	10/22/2013	7,365.00	4,244.00			3,121.00
	55. WALT DISNEY CO	11/30/2011	03/27/2014	4,317.00	1,950.00			2,367.00
	48. WALT DISNEY CO	11/30/2011	03/31/2014	3,831.00	1,702.00			2,129.00
	62. WALT DISNEY CO	11/30/2011	05/13/2014	5,084.00	2,199.00			2,885.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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	67. DOVER CORP	09/27/2010	10/22/2013	6,036.00	3,130.00			2,906.00
	1. DOVER CORP	02/10/2009	12/30/2013	96.00	30.00			66.00
	155. DOVER CORP	02/11/2009	02/03/2014	12,974.00	4,593.00			8,381.00
	80. E I DU PONT DE NEMOURS	07/08/2011	10/22/2013	4,784.00	4,475.00			309.00
	71. E I DU PONT DE NEMOURS	04/05/2012	03/27/2014	4,721.00	3,792.00			929.00
	59. E I DU PONT DE NEMOURS	04/05/2012	04/03/2014	4,005.00	3,118.00			887.00
	88. E I DU PONT DE NEMOURS	04/05/2012	04/08/2014	5,887.00	4,646.00			1,241.00
	77. E I DU PONT DE NEMOURS	02/29/2012	04/10/2014	5,165.00	3,958.00			1,207.00
	7. E I DU PONT DE NEMOURS	02/29/2012	04/15/2014	463.00	357.00			106.00
	450. EMC CORP MASS	02/29/2012	10/03/2013	11,360.00	10,468.00			892.00
	124. EMC CORP MASS	08/25/2011	10/22/2013	3,002.00	2,641.00			361.00
	6. EMC CORP MASS	08/25/2011	12/30/2013	150.00	128.00			22.00
	281. EMC CORP MASS	08/25/2011	02/03/2014	6,733.00	5,985.00			748.00
	78. EBAY INC	09/27/2010	10/22/2013	4,047.00	1,877.00			2,170.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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3.	EBAY INC	02/22/2010	12/30/2013	162.00	70.00			92.00
178.	EBAY INC	02/22/2010	02/03/2014	9,358.00	4,152.00			5,206.00
123.	EBAY INC	04/24/2013	06/20/2014	6,032.00	6,550.00			-518.00
155.	EBAY INC	06/07/2013	06/30/2014	7,753.00	8,129.00			-376.00
44.	EDWARDS LIFESCIENCES C	10/19/2012	10/22/2013	3,438.00	3,819.00			-381.00
25.	EDWARDS LIFESCIENCES C	10/19/2012	04/30/2014	2,036.00	2,156.00			-120.00
83.	EMERSON ELECTRIC CO	02/03/2012	10/22/2013	5,516.00	4,376.00			1,140.00
16.	EMERSON ELECTRIC CO	11/07/2012	12/23/2013	1,109.00	835.00			274.00
57.	EXPRESS SCRIPTS HLDG C	01/25/2012	10/22/2013	3,682.00	2,996.00			686.00
89.	EXPRESS SCRIPTS HLDG C	04/25/2012	10/22/2013	5,749.00	5,078.00			671.00
2.	EXPRESS SCRIPTS HLDG CO	01/25/2012	12/30/2013	141.00	105.00			36.00
132.	EXPRESS SCRIPTS HLDG	01/25/2012	02/03/2014	9,843.00	6,939.00			2,904.00
79.	EXPRESS SCRIPTS HLDG C	04/23/2012	02/27/2014	5,889.00	4,499.00			1,390.00
121.	EXPRESS SCRIPTS HLDG	02/26/2013	06/20/2014	8,286.00	6,655.00			1,631.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	142. EXPRESS SCRIPTS HLDG	06/26/2012	06/30/2014	9,825.00	7,531.00			2,294.00
	40000. FNMA .875 02-08-201	02/06/2013	02/11/2014	39,365.00	39,783.00			-418.00
	168.24 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	04/15/2014	168.00	176.00			-8.00
	177.86 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	05/15/2014	178.00	186.00			-8.00
	286.61 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	06/16/2014	287.00	300.00			-13.00
	267.12 FHLMC MULTICLASS SE 3.5 DUE 03-15-2025 REG	03/18/2013	07/15/2014	267.00	279.00			-12.00
	92.54 FHLMC MULTICLASS SER 3.5 DUE 03-15-2025 REG	03/18/2013	08/15/2014	93.00	97.00			-4.00
	126. FREEPORT MCMORAN C & STK	09/28/2011	10/22/2013	4,586.00	4,303.00			283.00
	3. FREEPORT MCMORAN C & G	09/28/2011	12/30/2013	113.00	98.00			15.00
	287. FREEPORT MCMORAN C & STK	09/28/2011	02/03/2014	9,048.00	4,822.00			4,226.00
	175.62 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	09/16/2013	176.00	182.00			-6.00
	176.43 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	10/15/2013	176.00	182.00			-6.00
	177.24 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	11/15/2013	177.00	183.00			-6.00
	178.05 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	12/16/2013	178.00	184.00			-6.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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	178.87 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	01/15/2014	179.00	185.00			-6.00
	179.69 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	02/18/2014	180.00	186.00			-6.00
	180.51 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	03/17/2014	181.00	187.00			-6.00
	170.47 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	04/15/2014	170.00	176.00			-6.00
	152.94 GNMA POOL # 603640 DUE 04-15-2018 REG	03/26/2003	05/15/2014	153.00	158.00			-5.00
	69.37 GNMA POOL # 603640 S DUE 04-15-2018 REG	03/26/2003	06/16/2014	69.00	72.00			-3.00
	69.69 GNMA POOL # 603640 S DUE 04-15-2018 REG	03/26/2003	07/15/2014	70.00	72.00			-2.00
	70.01 GNMA POOL # 603640 S DUE 04-15-2018 REG	03/26/2003	08/15/2014	70.00	72.00			-2.00
	460.57 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	09/16/2013	461.00	473.00			-12.00
	462.68 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	10/15/2013	463.00	476.00			-13.00
	464.8 GNMA POOL #590161 SE DUE 11-15-2017 REG	10/29/2002	11/15/2013	465.00	478.00			-13.00
	450.37 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	12/16/2013	450.00	463.00			-13.00
	372.91 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	01/15/2014	373.00	383.00			-10.00
	374.61 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	02/18/2014	375.00	385.00			-10.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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	376.33 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	03/17/2014	376.00	387.00			-11.00
	378.05 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	04/15/2014	378.00	389.00			-11.00
	379.79 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	05/15/2014	380.00	390.00			-10.00
	381.53 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	06/16/2014	382.00	392.00			-10.00
	383.28 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	07/15/2014	383.00	394.00			-11.00
	385.03 GNMA POOL #590161 S DUE 11-15-2017 REG	10/29/2002	08/15/2014	385.00	396.00			-11.00
	73. ARTHUR J GALLAGER & CO	08/27/2012	10/22/2013	3,469.00	2,627.00			842.00
	254. GENERAL ELECTRIC CO	10/02/2012	10/22/2013	6,614.00	5,796.00			818.00
	330. GENERAL ELECTRIC CO	09/27/2010	10/22/2013	8,593.00	5,431.00			3,162.00
	1. GENERAL ELECTRIC CO	07/29/2010	12/30/2013	28.00	16.00			12.00
	760. GENERAL ELECTRIC CO	07/30/2010	02/03/2014	18,722.00	7,927.00			10,795.00
	45. GENERAL ELECTRIC CO	12/12/2012	06/05/2014	1,194.00	983.00			211.00
	5000. GEN ELEC CAP CORP ME NTS BO TRANCHE # TR 008	03/13/2013	03/21/2014	5,675.00	5,874.00			-199.00
	58. GENUINE PARTS CO	05/14/2012	09/13/2013	4,627.00	3,705.00			922.00
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14.	GENUINE PARTS CO	02/29/2012	09/16/2013	1,121.00	880.00			241.00
36.	GENUINE PARTS CO	02/29/2012	10/22/2013	2,800.00	2,249.00			551.00
52.	GILEAD SCIENCES INC	04/10/2013	05/01/2014	4,135.00	2,556.00			1,579.00
67.	GLAXO PLC	05/14/2012	10/22/2013	3,464.00	3,056.00			408.00
298.	GLAXO PLC	11/07/2012	08/01/2014	14,197.00	12,807.00			1,390.00
23.	GOLDMAN SACHS GROUP IN	07/11/2011	10/22/2013	3,660.00	3,033.00			627.00
1.	GOLDMAN SACHS GROUP INC	07/11/2011	12/30/2013	175.00	132.00			43.00
53.	GOLDMAN SACHS GROUP IN	07/11/2011	02/03/2014	8,615.00	6,988.00			1,627.00
19.	GOOGLE INC CL A	02/29/2012	10/22/2013	19,006.00	11,797.00			7,209.00
5.	GOOGLE INC CL A	12/13/2012	04/02/2014	5,660.00	3,525.00			2,135.00
17.	W W GRAINGER INC	10/16/2012	10/22/2013	4,513.00	3,477.00			1,036.00
27.	W W GRAINGER INC	10/16/2012	02/05/2014	6,300.00	5,239.00			1,061.00
33.	W W GRAINGER INC	11/30/2011	02/11/2014	7,847.00	6,158.00			1,689.00
102.	HCP, INC	05/14/2012	10/22/2013	4,322.00	4,151.00			171.00
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	130. HCP, INC	03/15/2013	06/18/2014	5,249.00	6,193.00			-944.00
	37. HCP, INC	02/29/2012	06/19/2014	1,510.00	1,448.00			62.00
	5000. HCP INC 5.375% DUE 0	03/12/2013	06/19/2014	5,661.00	5,761.00			-100.00
	5000. HSBC FIN CORP 6.676% 01-15-2021	03/20/2013	05/14/2014	5,974.00	5,968.00			6.00
	85. HALLIBURTON CO	11/09/2011	10/22/2013	4,382.00	3,236.00			1,146.00
	3. HALLIBURTON CO	11/09/2011	12/30/2013	151.00	112.00			39.00
	72. HEALTH CARE REIT INC C	05/14/2012	10/22/2013	4,666.00	3,904.00			762.00
	5000. HLTH CARE REIT INC 2 03-15-2018	04/30/2013	07/07/2014	5,054.00	5,111.00			-57.00
	73. HESS CORP COM STK	07/15/2011	10/22/2013	6,127.00	5,295.00			832.00
	167. HESS CORP COM STK	06/27/2012	02/03/2014	12,422.00	7,867.00			4,555.00
	91. HOME DEPOT INC	07/03/2012	10/22/2013	6,801.00	4,620.00			2,181.00
	58. HOME DEPOT INC	04/12/2012	04/03/2014	4,596.00	2,856.00			1,740.00
	66. HOME DEPOT INC	03/19/2012	04/15/2014	4,942.00	3,212.00			1,730.00
	162. HOME DEPOT INC	06/05/2013	07/17/2014	12,870.00	8,578.00			4,292.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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58.	HONEYWELL INTL INC	09/27/2010	10/22/2013	4,991.00	2,277.00			2,714.00
1.	HONEYWELL INTL INC	02/10/2009	12/30/2013	91.00	32.00			59.00
131.	HONEYWELL INTL INC	02/11/2009	02/03/2014	11,746.00	4,191.00			7,555.00
767.88	HYUNDAI AUTO RECEIV 2012-C CL A3.53 04-17-2	03/12/2013	07/15/2014	768.00	769.00			-1.00
796.95	HYUNDAI AUTO RECEIV 2012-C CL A3.53 04-17-2	03/12/2013	08/15/2014	797.00	798.00			-1.00
257.	INTEL CORP	05/14/2012	10/22/2013	6,184.00	6,982.00			-798.00
195.	INTEL CORP	02/10/2009	10/22/2013	4,692.00	2,753.00			1,939.00
4.	INTEL CORP	02/10/2009	12/30/2013	103.00	56.00			47.00
26.	INTEL CORP	02/10/2009	02/03/2014	633.00	367.00			266.00
464.	INTEL CORP	10/02/2012	03/20/2014	11,729.00	11,553.00			176.00
242.	INTEL CORP	11/07/2012	06/05/2014	6,659.00	4,747.00			1,912.00
31.	#REORG/INTERCONTINEN N INTERCONTI 2R1HAZ1 EFF	02/29/2012	10/22/2013	6,111.00	4,126.00			1,985.00
19.	INTERCONTINENTAL EXCHA COM	11/30/2011	04/28/2014	3,806.00	2,282.00			1,524.00
27.	INTERCONTINENTAL EXCHA COM	11/30/2011	04/29/2014	5,447.00	3,243.00			2,204.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	49. INTERCONTINENTAL EXCHA COM	11/30/2011	04/30/2014	9,990.00	5,885.00			4,105.00
	9. INTUITIVE SURGICAL INC	07/20/2012	10/22/2013	3,327.00	4,490.00			-1,163.00
	8. INTUITIVE SURGICAL INC	07/20/2012	04/03/2014	4,277.00	3,853.00			424.00
	19. INTUITIVE SURGICAL INC	11/30/2011	05/13/2014	6,974.00	8,168.00			-1,194.00
	1910. MFC ISHARES TR S&P S INDEX FD S&PSMALLCAP 60	04/19/2012	05/15/2014	197,752.00	141,115.00			56,637.00
	500000. ISRAEL ST JUBILEE SER DTD 3.35% DUE 04-01	04/15/2009	04/02/2014	500,000.00	500,000.00			
	300000. ISR ST JUBILEE ISS DTD 03/01/2011 1.85 DUE	02/25/2011	03/04/2014	300,000.00	300,000.00			
	145. J P MORGAN CHASE & CO	09/27/2010	10/22/2013	7,846.00	5,625.00			2,221.00
	213. J P MORGAN CHASE & CO	02/10/2009	02/03/2014	11,677.00	5,253.00			6,424.00
	5000. JPMORGAN CHASE & 1.6 05-15-2018	05/08/2013	06/26/2014	4,978.00	4,992.00			-14.00
	82. JACOBS ENGR GROUP INC	03/26/2013	03/27/2014	5,154.00	4,517.00			637.00
	213. JACOBS ENGR GROUP INC	04/15/2013	04/30/2014	12,229.00	11,314.00			915.00
	80. JOHNSON & JOHNSON	07/26/2012	10/22/2013	7,385.00	5,483.00			1,902.00
	12. JOHNSON & JOHNSON	01/17/2013	06/05/2014	1,233.00	873.00			360.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
104.	KLA-TENCOR CORP	01/24/2013	01/31/2014	6,381.00	5,390.00			991.00
70.	KANSAS CITY SOUTHERN I	02/29/2012	10/22/2013	8,405.00	4,798.00			3,607.00
70.	KANSAS CITY SOUTHERN I	11/30/2011	02/25/2014	6,518.00	4,790.00			1,728.00
71.	KANSAS CITY SOUTHERN I	11/30/2011	02/27/2014	6,613.00	4,859.00			1,754.00
30.	KANSAS CITY SOUTHERN I	11/30/2011	07/17/2014	3,412.00	2,053.00			1,359.00
67.	KIMBERLY CLARK CORP	05/14/2012	10/22/2013	6,851.00	5,237.00			1,614.00
19.	KIMBERLY CLARK CORP	11/07/2012	01/09/2014	1,968.00	1,406.00			562.00
250.	KINDER MORGAN INC DEL	05/14/2012	09/13/2013	8,801.00	8,713.00			88.00
243.	KINDER MORGAN INC DEL	05/14/2012	09/16/2013	8,534.00	7,374.00			1,160.00
40.	KINDER MORGAN INC DEL	11/28/2011	09/17/2013	1,386.00	1,157.00			229.00
54.	KINDER MORGAN INC DEL	11/28/2011	10/22/2013	1,936.00	1,562.00			374.00
151.	KINDER MORGAN INC DEL	11/07/2012	12/06/2013	5,063.00	4,394.00			669.00
89.	KINDER MORGAN INC DEL	11/28/2011	12/09/2013	2,978.00	2,574.00			404.00
43.	KOHL'S CORP	05/16/2011	10/22/2013	2,326.00	2,376.00			-50.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
3.	KOHL'S CORP	05/16/2011	12/30/2013	169.00	166.00			3.00
96.	KOHL'S CORP	05/16/2011	02/03/2014	4,786.00	5,304.00			-518.00
29.	LABORATORY CORP AMER H	09/27/2010	10/22/2013	2,918.00	1,985.00			933.00
50.	LABORATORY CORP AMER H	02/10/2009	11/27/2013	5,115.00	3,004.00			2,111.00
16.	LABORATORY CORP AMER H	02/11/2009	11/29/2013	1,633.00	961.00			672.00
61.	LAUDER ESTEE COS INC C	02/29/2012	10/22/2013	4,378.00	3,487.00			891.00
113.	LAUDER ESTEE COS INC	05/22/2012	08/18/2014	8,657.00	5,702.00			2,955.00
30.	LINKEDIN CORP CL A	05/07/2013	05/14/2014	4,369.00	5,384.00			-1,015.00
7.	LINKEDIN CORP CL A	05/15/2013	05/20/2014	1,047.00	1,293.00			-246.00
16.	MASTERCARD INC CL A	05/02/2012	10/22/2013	11,531.00	7,095.00			4,436.00
70.	MASTERCARD INC CL A	01/22/2013	08/21/2014	5,388.00	3,636.00			1,752.00
113.	MATTEL INC	02/29/2012	10/22/2013	4,860.00	3,563.00			1,297.00
31.	MATTEL INC	11/07/2012	12/23/2013	1,422.00	986.00			436.00
476.	MATTEL INC	05/14/2012	04/16/2014	18,127.00	13,023.00			5,104.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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						(f) Code(s) from instructions	(g) Amount of adjustment	
77.	MCDONALDS CORP	02/29/2012	10/22/2013	7,329.00	7,680.00			-351.00
63.	MCDONALDS CORP	02/29/2012	10/22/2013	5,996.00	5,873.00			123.00
44.	MCDONALDS CORP	07/25/2011	11/21/2013	4,297.00	3,913.00			384.00
71.	MCDONALDS CORP	08/30/2012	01/08/2014	6,751.00	6,296.00			455.00
88.	MCDONALDS CORP	02/29/2012	01/09/2014	8,417.00	8,362.00			55.00
41.	MCDONALDS CORP	08/22/2011	01/22/2014	3,892.00	3,612.00			280.00
44.	MCDONALDS CORP	08/04/2011	01/23/2014	4,190.00	3,754.00			436.00
810.52	MERCEDES-BENZ AUTO 10-17-2016	04/25/2013	05/15/2014	811.00	811.00			
772.98	MERCEDES-BENZ AUTO 10-17-2016	04/25/2013	06/16/2014	773.00	773.00			
735.45	MERCEDES-BENZ AUTO 10-17-2016	04/25/2013	07/15/2014	735.00	736.00			-1.00
6979.7	MERCEDES-BENZ AUTO 10-17-2016	04/25/2013	07/23/2014	6,983.00	6,981.00			2.00
43.	MERCK & CO INC	02/29/2012	10/22/2013	2,000.00	1,650.00			350.00
5000.	METLIFE INC 7.717% D 02-15-2019 DUE 02-15-20	05/13/2013	08/20/2014	6,197.00	6,564.00			-367.00
105.	MICROSOFT CORP COM	09/27/2010	10/22/2013	3,642.00	2,613.00			1,029.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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3.	MICROSOFT CORP COM	09/27/2010	12/30/2013	112.00	75.00			37.00
239.	MICROSOFT CORP COM	09/27/2010	02/03/2014	8,877.00	4,527.00			4,350.00
64.	MONSANTO CO NEW	03/16/2012	10/22/2013	6,874.00	5,046.00			1,828.00
71.	MONSANTO CO NEW	04/04/2013	08/18/2014	8,481.00	7,430.00			1,051.00
71.	MONSANTO CO NEW	02/29/2012	08/26/2014	8,329.00	4,852.00			3,477.00
138.	MOSAIC CO/THE	09/04/2012	09/30/2013	5,938.00	7,847.00			-1,909.00
83.	NATIONAL-OILWELL INC	11/30/2011	10/22/2013	6,755.00	5,831.00			924.00
57.	NATIONAL-OILWELL INC	02/04/2013	02/05/2014	4,174.00	4,054.00			120.00
106.	NATIONAL-OILWELL INC	07/19/2013	08/18/2014	8,724.00	6,380.00			2,344.00
73.	NATIONAL-OILWELL INC	10/28/2010	08/26/2014	6,259.00	3,545.00			2,714.00
79.	NATIONAL-OILWELL INC	10/28/2010	08/29/2014	6,813.00	3,837.00			2,976.00
24.	NEXTERA ENERGY INC COM	11/28/2011	10/22/2013	2,050.00	1,287.00			763.00
55.	NEXTERA ENERGY INC COM	09/27/2010	10/22/2013	4,697.00	2,915.00			1,782.00
1.	NEXTERA ENERGY INC COM	02/10/2009	12/30/2013	85.00	51.00			34.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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	126. NEXTERA ENERGY INC CO	03/29/2010	02/03/2014	11,565.00	6,189.00			5,376.00
	90. NIKE INC CLASS B	02/29/2012	10/22/2013	6,831.00	4,559.00			2,272.00
	71. NOBLE ENERGY INC	04/05/2012	10/22/2013	5,175.00	3,395.00			1,780.00
	63. NOBLE ENERGY INC	03/12/2012	10/25/2013	4,756.00	2,997.00			1,759.00
	55. NOBLE ENERGY INC	03/01/2012	02/05/2014	3,380.00	2,613.00			767.00
	148. NOBLE ENERGY INC	03/06/2012	03/13/2014	9,894.00	6,986.00			2,908.00
	68207.55 MFB NORTHN FDS MU EMERGING MKTS EQTY FD	12/19/2011	10/22/2013	1,356,649.00	1,322,246.00			34,403.00
	61. ADR NOVARTIS AG SPONSO #US66987V1098	02/29/2012	10/22/2013	4,747.00	3,350.00			1,397.00
	.5 NOW INC COM	02/04/2013	06/02/2014	17.00	14.00			3.00
	49.25 NOW INC COM	08/16/2011	06/20/2014	1,707.00	1,059.00			648.00
	52. OCCIDENTAL PETROLEUM C	08/24/2012	10/22/2013	5,063.00	4,554.00			509.00
	1. OCCIDENTAL PETROLEUM CO	08/24/2012	12/30/2013	95.00	88.00			7.00
	.25 ONE GAS INC COM	11/07/2012	02/03/2014	8.00	6.00			2.00
	124. ONE GAS INC COM	11/07/2012	02/10/2014	3,999.00	2,535.00			1,464.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
111.	ONEOK INC NEW	05/14/2012	10/22/2013	6,165.00	4,707.00			1,458.00
125.	ONEOK INC NEW	11/07/2012	02/26/2014	7,342.00	4,529.00			2,813.00
5000.	ONEOK PARTNERS L P 3 10-01-202210-01-2022	03/14/2013	08/11/2014	4,976.00	4,917.00			59.00
92.	ORACLE CORPORATION	07/14/2011	10/22/2013	3,041.00	2,953.00			88.00
4.	ORACLE CORPORATION	07/14/2011	12/30/2013	152.00	128.00			24.00
207.	ORACLE CORPORATION	07/14/2011	02/03/2014	7,511.00	6,644.00			867.00
23.	PANERA BREAD CO CL A	06/27/2012	10/22/2013	3,763.00	3,191.00			572.00
17.	PANERA BREAD CO CL A	06/27/2012	01/30/2014	2,855.00	2,358.00			497.00
42.	PANERA BREAD CO CL A	07/02/2012	01/31/2014	7,043.00	5,767.00			1,276.00
99.	PEPSICO INC	07/17/2012	10/22/2013	8,245.00	6,763.00			1,482.00
87.	PEPSICO INC	11/30/2011	01/08/2014	7,219.00	5,556.00			1,663.00
233.	PEPSICO INC	02/29/2012	01/31/2014	18,737.00	14,834.00			3,903.00
60.	PHILIP MORRIS INTERNAT	05/14/2012	10/22/2013	5,248.00	5,143.00			105.00
35.	PHILIP MORRIS INTERNAT	09/27/2010	10/22/2013	3,061.00	1,676.00			1,385.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
15.	PHILIP MORRIS INTERNAT	11/07/2012	12/23/2013	1,279.00	1,291.00			-12.00
2.	PHILIP MORRIS INTERNATI	02/10/2009	12/30/2013	173.00	72.00			101.00
79.	PHILIP MORRIS INTERNAT	02/10/2009	02/03/2014	6,053.00	2,850.00			3,203.00
38295.91	PIMCO COMMODITY R STRATEGY FUND	12/07/2011	12/05/2013	214,074.00	284,834.00			-70,760.00
30.	PRECISION CASTPARTS CO	02/29/2012	10/22/2013	7,256.00	4,991.00			2,265.00
19.	PRECISION CASTPARTS CO	11/30/2011	03/27/2014	4,647.00	3,114.00			1,533.00
11.	PRECISION CASTPARTS CO	11/30/2011	04/03/2014	2,821.00	1,803.00			1,018.00
18.	PRECISION CASTPARTS CO	04/10/2013	04/29/2014	4,507.00	3,367.00			1,140.00
71.	PRICE T ROWE GROUP INC	01/22/2013	04/08/2014	5,637.00	5,108.00			529.00
68.	PRICE T ROWE GROUP INC	02/26/2013	04/15/2014	5,288.00	4,865.00			423.00
77.	PRICE T ROWE GROUP INC	02/26/2013	04/21/2014	6,204.00	5,407.00			797.00
10.	PRICELINE COM INC COM	02/29/2012	10/22/2013	10,708.00	5,443.00			5,265.00
61.	PROCTER & GAMBLE CO	02/29/2012	10/22/2013	4,871.00	4,129.00			742.00
44.	PROCTER & GAMBLE CO	02/10/2009	10/22/2013	3,513.00	2,266.00			1,247.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
2.	PROCTER & GAMBLE CO	02/10/2009	12/30/2013	164.00	103.00			61.00
101.	PROCTER & GAMBLE CO	02/11/2009	02/03/2014	7,672.00	5,196.00			2,476.00
104.	PUBLIC SVC ENTERPRISE	09/27/2010	10/22/2013	3,568.00	3,318.00			250.00
4.	PUBLIC SVC ENTERPRISE G	02/10/2009	12/30/2013	128.00	124.00			4.00
235.	PUBLIC SVC ENTERPRISE	02/10/2009	02/03/2014	7,863.00	7,290.00			573.00
104.	QUALCOMM INC	09/16/2011	10/22/2013	7,182.00	5,616.00			1,566.00
83.	QUALCOMM INC	03/16/2011	03/13/2014	6,271.00	4,310.00			1,961.00
60.	QUALCOMM INC	03/16/2011	03/27/2014	4,747.00	3,053.00			1,694.00
64.	QUALCOMM INC	09/23/2011	04/29/2014	5,025.00	3,123.00			1,902.00
195.	QUALCOMM INC	09/27/2010	04/30/2014	15,304.00	8,640.00			6,664.00
38.	RLTY INC CORP COM	02/29/2012	10/22/2013	1,560.00	1,219.00			341.00
37.	RED HAT INC	09/25/2012	10/22/2013	1,589.00	1,993.00			-404.00
148.	RED HAT INC	02/29/2012	12/20/2013	8,428.00	7,377.00			1,051.00
1700.	MFC SPDR GOLD TR GOL	05/20/2010	10/22/2013	220,214.00	176,425.00	C		43,789.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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117.	SALESFORCE COM INC CO	04/24/2012	10/22/2013	6,344.00	4,326.00			2,018.00
127.	SALESFORCE COM INC CO	05/10/2012	04/03/2014	7,078.00	4,432.00			2,646.00
40.	SANDISK CORP	02/08/2011	10/22/2013	2,772.00	1,985.00			787.00
2.	SANDISK CORP	02/08/2011	12/30/2013	140.00	99.00			41.00
89.	SANDISK CORP	02/08/2011	02/03/2014	6,084.00	4,417.00			1,667.00
84.	SCHLUMBERGER LTD ISIN 6	11/30/2011	10/22/2013	7,914.00	6,234.00			1,680.00
44.	SCHLUMBERGER LTD ISIN 6	11/30/2011	02/05/2014	3,804.00	3,266.00			538.00
93.	SOUTHERN CO	05/14/2012	10/22/2013	3,949.00	4,231.00			-282.00
132.	SOUTHERN CO	11/07/2012	11/15/2013	5,557.00	5,820.00			-263.00
125.	SOUTHERN CO	11/28/2011	11/18/2013	5,284.00	5,352.00			-68.00
92.	SOUTHERN CO	11/28/2011	11/19/2013	3,876.00	3,939.00			-63.00
69.	SOUTHERN CO	11/28/2011	11/20/2013	2,871.00	2,954.00			-83.00
94.	STARBUCKS CORP	02/29/2012	10/22/2013	7,583.00	4,402.00			3,181.00
47.	STARBUCKS CORP	03/16/2011	12/19/2013	3,649.00	1,658.00			1,991.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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47.	STERICYCLE INC	02/29/2012	10/22/2013	5,706.00	3,968.00			1,738.00
30.	STERICYCLE INC	11/30/2011	01/08/2014	3,480.00	2,402.00			1,078.00
8.	TERADATA CORP DEL COM S	08/19/2011	10/22/2013	350.00	354.00			-4.00
97.	TERADATA CORP DEL COM	11/01/2012	11/25/2013	4,383.00	5,956.00			-1,573.00
37.	TIME WARNER CABLE INC	03/30/2010	10/22/2013	4,410.00	1,978.00			2,432.00
87.	TIME WARNER CABLE INC	09/27/2010	02/03/2014	11,719.00	4,638.00			7,081.00
200.38	TOYOTA AUTO .460000 07-15-2016	04/09/2013	04/15/2014	200.00	200.00			
370.61	TOYOTA AUTO .460000 07-15-2016	04/09/2013	05/15/2014	371.00	370.00			1.00
354.86	TOYOTA AUTO .460000 07-15-2016	04/09/2013	06/16/2014	355.00	355.00			
348.22	TOYOTA AUTO .460000 07-15-2016	04/09/2013	07/15/2014	348.00	348.00			
335.16	TOYOTA AUTO .460000 07-15-2016	04/09/2013	08/15/2014	335.00	335.00			
75.	TRACTOR SUPPLY CO	06/27/2012	10/22/2013	5,125.00	3,176.00			1,949.00
93.	TRACTOR SUPPLY CO	12/04/2012	07/15/2014	5,670.00	3,916.00			1,754.00
196.	TRACTOR SUPPLY CO	07/11/2012	07/17/2014	12,033.00	8,004.00			4,029.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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40.	TRIMBLE NAVIGATION LTD	02/29/2012	09/27/2013	1,198.00	1,018.00			180.00
140.	TRIMBLE NAVIGATION LT	02/29/2012	10/22/2013	4,159.00	3,095.00			1,064.00
117.	TRIMBLE NAVIGATION LT	11/30/2011	11/01/2013	3,844.00	2,480.00			1,364.00
84.	US BANCORP DEL NEW	09/27/2010	10/22/2013	3,199.00	1,562.00			1,637.00
4.	US BANCORP DEL NEW	02/10/2009	12/30/2013	161.00	58.00			103.00
192.	US BANCORP DEL NEW	02/10/2009	02/03/2014	7,532.00	2,772.00			4,760.00
46.	ULTA SALON COSMETICS & INC COMSTK	03/20/2012	09/13/2013	5,232.00	4,112.00			1,120.00
21.	ULTA SALON COSMETICS & INC COMSTK	05/10/2012	10/22/2013	2,642.00	1,764.00			878.00
14.	ULTA SALON COSMETICS & INC COMSTK	05/10/2012	12/20/2013	1,324.00	1,176.00			148.00
5000.	UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	03/05/2014	4,646.00	4,850.00			-204.00
5000.	UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	05/12/2014	4,673.00	4,850.00			-177.00
10000.	UNITED STATES TREAS 11/15/2012 1.625% DUE 1	02/06/2013	05/16/2014	9,448.00	9,699.00			-251.00
45.	UNITED TECHNOLOGIES CO	09/27/2010	10/22/2013	4,771.00	2,676.00			2,095.00
1.	UNITED TECHNOLOGIES COR	02/10/2009	12/30/2013	113.00	47.00			66.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side)

Social security number or taxpayer identification number

ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
102.	UNITED TECHNOLOGIES C	02/10/2009	02/03/2014	11,457.00	4,804.00			6,653.00
37.	VALMONT INDS INC COM	06/20/2013	08/18/2014	5,351.00	5,150.00			201.00
4818.38	MFO VANGUARD FXD I INC INFLATION-PROTECTED	12/27/2011	10/25/2013	65,000.00	57,404.00			7,596.00
6492.85	MFO VANGUARD FXD I INC INFLATION-PROTECTED	09/21/2007	12/05/2013	85,381.00	77,265.00			8,116.00
8989.18	MFO VANGUARD FXD I INC INFLATION-PROTECTED	03/27/2013	05/15/2014	122,342.00	107,736.00			14,606.00
143.	VERIZON COMMUNICATION	07/19/2012	10/22/2013	7,307.00	6,418.00			889.00
85.	VERIZON COMMUNICATIONS	10/22/2012	11/21/2013	4,281.00	3,811.00			470.00
149.	VERIZON COMMUNICATION	08/16/2012	01/02/2014	7,308.00	6,607.00			701.00
164.	VERIZON COMMUNICATION	11/09/2012	01/08/2014	7,960.00	7,026.00			934.00
73.	VERIZON COMMUNICATIONS	11/16/2012	01/16/2014	3,543.00	3,003.00			540.00
10000.	VERIZON 5.5% DUE 02 02-15-2018/02-12-2008 B	03/14/2013	03/19/2014	11,469.00	11,756.00			-287.00
75.	WAL MART STORES INC	11/24/2010	10/22/2013	5,711.00	4,052.00			1,659.00
1.	WAL MART STORES INC	11/24/2010	12/30/2013	79.00	54.00			25.00
171.	WAL MART STORES INC	11/24/2010	02/03/2014	12,545.00	8,666.00			3,879.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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ROBERT RUSSELL MEMORIAL FOUNDATION

59-2486579

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
185.	WELLS FARGO & CO NEW	05/02/2011	10/22/2013	7,922.00	5,387.00			2,535.00
2.	WELLS FARGO & CO NEW	05/02/2011	12/30/2013	91.00	58.00			33.00
426.	WELLS FARGO & CO NEW	05/02/2011	02/03/2014	19,121.00	12,405.00			6,716.00
5000.	WELLS FARGO & CO NEW SR 4.125 DUE 08-15-2023	08/08/2013	08/26/2014	5,257.00	4,983.00			274.00
96.	WHOLE FOODS MKT INC	09/27/2010	10/22/2013	6,149.00	1,764.00			4,385.00
107.	WHOLE FOODS MKT INC	02/14/2013	04/21/2014	5,200.00	4,687.00			513.00
131.	WHOLE FOODS MKT INC	02/14/2013	05/13/2014	5,151.00	2,634.00			2,517.00
142.	WHOLE FOODS MKT INC	09/27/2010	06/20/2014	5,542.00	2,609.00			2,933.00
160.	WILLIAMS COS INC	05/14/2012	10/22/2013	5,907.00	5,014.00			893.00
210.	WILLIAMS COS INC	11/07/2012	02/26/2014	8,625.00	6,288.00			2,337.00
102.	WILLIAMS COS INC	02/03/2012	06/18/2014	5,866.00	3,022.00			2,844.00
5000.	WORLD FINL NETWORK C 1.76 2012-B A 5-17-2021	03/27/2013	08/05/2014	5,039.00	5,088.00			-49.00
218.4	WORLD OMNI AUTO RECE SER 2012-A CL A3 1.0402	02/25/2013	03/17/2014	218.00	219.00			-1.00
376.83	WORLD OMNI AUTO REC SER 2012-A CL A3 1.0402	02/25/2013	04/15/2014	377.00	378.00			-1.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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					(f) Code(s) from instructions	(g) Amount of adjustment	
357.55 WORLD OMNI AUTO REC SER 2012-A CL A3 1.0%02	02/25/2013	05/15/2014	358.00	359.00			-1.00
356.16 WORLD OMNI AUTO REC SER 2012-A CL A3 1.0%02	02/25/2013	06/16/2014	356.00	357.00			-1.00
333.08 WORLD OMNI AUTO REC SER 2012-A CL A3 1.0%02	02/25/2013	07/15/2014	333.00	334.00			-1.00
316.78 WORLD OMNI AUTO REC SER 2012-A CL A3 1.0%02	02/25/2013	08/15/2014	317.00	318.00			-1.00
118. COVIDIEN PLC USD0.20(CONSLDTN)	02/29/2012	09/20/2013	7,436.00	4,866.00			2,570.00
118. COVIDIEN PLC USD0.20(CONSLDTN)	11/30/2011	10/03/2013	7,137.00	4,859.00			2,278.00
69. EATON CORP PLC COM USD	03/26/2013	08/18/2014	4,737.00	4,202.00			535.00
50. MICHAEL KORS HOLDINGS	09/10/2012	09/19/2013	3,918.00	2,714.00			1,204.00
52. MICHAEL KORS HOLDINGS	09/14/2012	10/22/2013	4,010.00	2,812.00			1,198.00
51. MICHAEL KORS HOLDINGS	09/14/2012	05/20/2014	4,677.00	2,729.00			1,948.00
59. MICHAEL KORS HOLDINGS	11/08/2012	08/18/2014	4,676.00	3,117.00			1,559.00
84. MICHAEL KORS HOLDINGS	12/13/2012	08/21/2014	6,875.00	4,204.00			2,671.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶			5,131,524.	4,510,056.			621,468.

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Custom Reporting

31 AUG 14

Account number Z0358

RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
Canada - USD								
BCE INC COM NEW CUSIP 05534B760								
363 000		45 02	0 00	16,342 26	13,859 10	2,483 16	0 00	2,483 16
CATAMARAN CORP COM CUSIP 148887102								
635 000		47 12	0 00	29,921 20	29,507 16	414 04	0 00	414 04
Total USD			0 00	46,263 46	43,366 26	2,897 20	0 00	2,897 20
Total Canada			0 00	46,263 46	43,366 26	2,897 20	0 00	2,897 20
Netherlands - USD								
NXP SEMICONDUCTORS NV COM STK CUSIP N6596X109								
534 000		68 52	0 00	36,589 68	24,261 16	12,328 52	0 00	12,328 52
Total USD			0 00	36,589 68	24,261 16	12,328 52	0 00	12,328 52
Total Netherlands			0 00	36,589 68	24,261 16	12,328 52	0 00	12,328 52
Switzerland - USD								
ADR NOVARTIS AG CUSIP 66987V109								
278 000		89 84	0 00	24,975 52	14,970 85	10,004 67	0 00	10,004 67
Total USD			0 00	24,975 52	14,970 85	10,004 67	0 00	10,004 67
Total Switzerland			0 00	24,975 52	14,970 85	10,004 67	0 00	10,004 67
United Kingdom - USD								
ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106								
680 000		48 53	0 00	33,000 40	28,920 71	4,079 69	0 00	4,079 69
Total USD			0 00	33,000 40	28,920 71	4,079 69	0 00	4,079 69

Northern Trust

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Custom Reporting

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Account number Z0358

RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
Total United Kingdom				33,000 40	28,920 71	4,079 69	0 00	4,079 69
United States - USD								
3M CO COM CUSIP 88579Y101								
219 000				144 00	187 24	31,536 00	28,771 52	2,764 48
ABBVIE INC COM USD0 01 CUSIP 00287Y109								
509 000				55 28	0 00	28,137 52	18,067 27	10,070 25
ALEXION PHARMACEUTICALS INC COM CUSIP 015351109								
162 000				169 29	0 00	27,424 98	11,547 21	15,877 77
ALLIANCE DATA SYS CORP COM CUSIP 018581108								
128 000				264 64	0 00	33,873 92	32,110 82	1,763 10
ALLSTATE CORP COM CUSIP 020002101								
ALL				61 49	70 84	15,556 97	7,923 63	7,633 34
ALTRIA GROUP INC COM CUSIP 02209S103								
MO				43 08	0 00	22,832 40	15,113 21	7,719 19
AMAZON COM INC COM CUSIP 023135106								
26 000				339 04	0 00	8,815 04	5,409 28	3,405 76
AMERIPRISE FINL INC COM CUSIP 03076C106								
AMP				125 76	0 00	35,715 84	31,252 71	4,463 13
ANALOG DEVICES INC COM CUSIP 032654105								
454 000				51 12	0 00	23,208 48	19,657 79	3,550 69

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RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
APPLE INC COM STK CUSIP 037833100		102 50	0 00	148,932 50	79,168 66	69,763 84	0 00	69,763 84
ARCHER-DANIELS-MIDLAND CO COM CUSIP 039483102								
276 000		49 86	66 24	13,761 36	10,922 73	2,838 63	0 00	2,838 63
AT&T INC COM CUSIP 00206R102								
293 000		34 96	0 00	10,243 28	7,529 97	2,713 31	0 00	2,713 31
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103								
165 000		83 48	0 00	13,774 20	9,822 57	3,951 63	0 00	3,951 63
BANK NEW YORK MELLON CORP COM STK CUSIP 064058100								
283 000		39 18	0 00	11,087 94	7,456 17	3,631 77	0 00	3,631 77
BAXTER INTL INC COM CUSIP 071813109								
556 000		74 98	0 00	41,688 88	32,777 88	8,911 00	0 00	8,911 00
BB&T CORP COM CUSIP 054937107								
BBT								
368 000		37 33	88 32	13,737 44	14,914 86	-1,177 42	0 00	-1,177 42
BIOGEN IDEC INC COM STK CUSIP 09062X103								
121 000		343 04	0 00	41,507 84	13,612 32	27,895 52	0 00	27,895 52
BLACKROCK INC COM STK CUSIP 09247X101								
89 000		330 53	171 77	29,417 17	21,645 99	7,771 18	0 00	7,771 18

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RUSSELL FOUNDATION STATEMENT

◆ Asset Detail - Base Currency

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
BORG WARNER INC COM	CUSIP 099724106							
505 000	62 19	65 65	31,405 95	30,987 05	418 90	0 00		418 90
BROADCOM CORP CL A CUSIP 111320107								
BRCM								
403 000	39 38	48 36	15,870 14	11,720 73	4,149 41	0 00		4,149 41
CARDINAL HLTH INC CUSIP 14149Y108								
299 000	73 70	0 00	22,036 30	19,992 07	2,044 23	0 00		2,044 23
CELGENE CORP COM CUSIP 151020104								
CELG								
534 000	95 02	0 00	50,740 68	16,743 57	33,997 11	0 00		33,997 11
CHEVRON CORP COM CUSIP 166764100								
CVX								
359 000	129 45	384 13	46,472 55	34,989 86	11,482 69	0 00		11,482 69
CHURCH & DWIGHT INC COM CUSIP 171340102								
297 000	68 24	92 07	20,267 28	18,256 33	2,010 95	0 00		2,010 95
CISCO SYSTEMS INC CUSIP 17275R102								
CSCO								
1,747 000	24 99	0 00	43,657 53	36,848 98	6,808 55	0 00		6,808 55
CITIGROUP INC COM NEW COM NEW CUSIP 172967424								
496 000	51 65	0 00	25,618 40	24,538 58	1,079 82	0 00		1,079 82
COCA COLA CO COM CUSIP 191216100								
565 000	41 72	0 00	23,571 80	18,202 93	5,368 87	0 00		5,368 87

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RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
Equity Securities							
Common stock							
United States - USD							
CONOCOPHILLIPS COM CUSIP 20825C104							
	193 000	81.22	140.89	15,675.46	8,650.07	7,025.39	0.00
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
	176 000	121.08	0.00	21,310.08	14,823.38	6,486.70	0.00
CULLEN / FROST BANKERS INC COM CUSIP 229899109							
	113 000	78.60	57.63	8,881.80	7,835.61	1,046.19	0.00
CUMMINS INC CUSIP 231021106							
	180 000	145.11	140.40	26,119.80	21,409.87	4,709.93	0.00
CVS HEALTH CORP COM CUSIP 128650100							
	222 000	79.45	0.00	17,637.90	14,797.85	2,840.05	0.00
DANAHER CORP COM CUSIP 235851102							
	317 000	76.61	0.00	24,285.37	15,269.89	9,015.48	0.00
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
	254 000	66.11	119.38	16,791.94	15,449.65	1,342.29	0.00
EATON CORP PLC COM USD0.50 CUSIP G29183103							
	242 000	69.81	0.00	16,894.02	14,392.92	2,501.10	0.00
EDISON INTL COM CUSIP 281020107							
	241 000	59.14	0.00	14,252.74	11,752.20	2,500.54	0.00

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RUSSELL FOUNDATION STATEMENT

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
EDWARDS LIFESCIENCES CORP COM	CUSIP 28176E108	99 26	0 00	28,388 36	21,289 56	7,098 80	0 00	7,098 80
EMERSON ELECTRIC CO COM CUSIP 291011104								
357 000	64 02	153 51		22,855 14	17,728 23	5,126 91	0 00	5,126 91
EOG RESOURCES INC COM CUSIP 26875P101								
338 000	109 88	0 00		37,139 44	33,746 05	3,393 39	0 00	3,393 39
ESTEE LAUDER COMPANIES INC CL A USD0 01 CUSIP 518439104								
304 000	76 83	60 80		23,356 32	15,349 28	8,007 04	0 00	8,007 04
FACEBOOK INC CL A CL A CUSIP 30303M102								
590 000	74 82	0 00		44,143 80	20,375 38	23,768 42	0 00	23,768 42
GALLAGHER ARTHUR J & CO COM CUSIP 363576109								
330 000	47 23	0 00		15,585 90	11,866 53	3,719 37	0 00	3,719 37
GENERAL ELECTRIC CO CUSIP 369604103								
GE	1,114 000	25 98	0 00	28,941 72	23,713 96	5,227 76	0 00	5,227 76
GENUINE PARTS CO COM CUSIP 372460105								
162 000	87 74	0 00		14,213 88	9,103 01	5,110 87	0 00	5,110 87
GILEAD SCIENCES INC CUSIP 375558103								
GILD	526 000	107 58	0 00	56,587 08	24,453 78	32,133 30	0 00	32,133 30

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Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
GOODYEAR TIRE & RUBBER CO COM CUSIP 382550101								
	1,183 000	25 97	70 98	30,722 51	30,577 67	144 84	0 00	144 84
GOOGLE INC CL A CL A CUSIP 38259P508								
GOOG	71 000	582 36	0 00	41,347 56	21,207 35	20,140 21	0 00	20,140 21
GOOGLE INC CL C COM USD 0001 CL C CUSIP 38259P706								
	85 000	571 60	0 00	48,586 00	29,201 95	19,384 05	0 00	19,384 05
HALLIBURTON CO COM CUSIP 406216101								
HAL	364 000	67 61	54 60	24,610 04	15,193 57	9,416 47	0 00	9,416 47
HCA HLDGS INC COM CUSIP 40412C101								
	508 000	69 82	0 00	35,468 56	25,569 77	9,898 79	0 00	9,898 79
INTEL CORP COM CUSIP 458140100								
INTC	877 000	34 92	197 32	30,624 84	17,772 77	12,852 07	0 00	12,852 07
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602								
	62 000	470 01	0 00	29,140 62	27,439 64	1,700 98	0 00	1,700 98
JOHNSON & JOHNSON COM USD1 CUSIP 478160104								
JNJ	481 000	103 73	336 70	49,894 13	35,636 53	14,257 60	0 00	14,257 60
JOHNSON CTL INC COM CUSIP 478366107								
	379 000	48 81	0 00	18,498 99	17,034 69	1,464 30	0 00	1,464 30

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Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
KIMBERLY-CLARK CORP COM	CUSIP 494368103							
KMB		108 00	0 00	30,672 00	21,531 78	9,140 22	0 00	9,140 22
KRAFT FOODS GROUP INC COM CUSIP 50076Q106								
		58 90	0 00	42,702 50	34,883 86	7,818 64	0 00	7,818 64
KS CY SOUTHN CUSIP 485170302								
		115 36	0 00	16,727 20	13,642 05	3,085 15	0 00	3,085 15
LOCKHEED MARTIN CORP COM CUSIP 539830109								
		174 00	234 08	30,624 00	21,673 56	8,950 44	0 00	8,950 44
LOWES COS INC COM CUSIP 548661107								
LOW		52 51	0 00	20,373 88	17,868 84	2,505 04	0 00	2,505 04
LYONDELLBASELL IND N V COM USD0 01 CL 'A' CUSIP N53745100								
		114 35	162 40	26,529 20	18,662 55	7,866 65	0 00	7,866 65
MARATHON OIL CORP COM CUSIP 565849106								
MRO		41 69	68 67	13,632 63	10,582 37	3,050 26	0 00	3,050 26
MARSH & MCLENNAN CO'S INC COM CUSIP 571748102								
		53 10	0 00	28,355 40	25,401 56	2,953 84	0 00	2,953 84
MASTERCARD INC CL A CUSIP 57636Q104								
MA		75 81	0 00	43,969 80	20,273 68	23,696 12	0 00	23,696 12

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Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101								
435 000		30 89	121 80	13,437 15	14,500 52	-1,063 37	0 00	-1,063 37
MC DONALDS CORP COM CUSIP 580135101								
261 000		93 72	211 41	24,460 92	24,324 87	136 05	0 00	136 05
MERCK & CO INC NEW COM CUSIP 58933Y105								
687 000		60 11	0 00	41,295 57	31,970 11	9,325 46	0 00	9,325 46
MICROSOFT CORP COM CUSIP 594918104								
MSFT		45 43	180 04	29,211 49	17,588 88	11,622 61	0 00	11,622 61
MOHAWK INDS INC COM CUSIP 608190104								
249 000		146 02	0 00	36,358 98	33,463 20	2,895 78	0 00	2,895 78
MONDELEZ INTL INC COM CUSIP 609207105								
431 000		36 19	0 00	15,597 89	14,005 17	1,592 72	0 00	1,592 72
MONSANTO CO NEW COM CUSIP 61166W101								
180 000		115 65	0 00	20,817 00	15,178 92	5,638 08	0 00	5,638 08
NEXTERA ENERGY INC COM CUSIP 65339F101								
181 000		98 45	131 22	17,819 45	12,495 59	5,323 86	0 00	5,323 86
NIKE INC CL B CUSIP 654106103								
322 000		78 55	77 28	25,293 10	14,284 67	11,008 43	0 00	11,008 43

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Investment Mgr ID	Shares/PAR value					Market	Translation
Equity Securities							
Common stock							
United States - USD							
NORTHROP GRUMMAN CORP COM NOC	CUSIP 666807102	127.22	118.30	21,500.18	19,339.90	2,160.28	2,160.28
OCCIDENTAL PETROLEUM CORP CUSIP 674599105							
ONEOK INC COM STK CUSIP 682880103		103.73	0.00	14,211.01	11,356.19	2,854.82	2,854.82
PALO ALTO NETWORKS INC COM USD0.0001 CUSIP 697435105							
PAYCHEX INC COM CUSIP 704326107		84.99	0.00	18,017.88	15,207.46	2,810.42	2,810.42
PEPSICO INC COM CUSIP 713448108							
PFIZER INC COM CUSIP 717081103		92.49	0.00	10,543.86	10,110.52	433.34	433.34
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109							
PRECISION CASTPARTS CORP COM PCP	CUSIP 740189105	244.06	0.00	16,596.08	11,398.74	5,197.34	5,197.34

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Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
PROCTER & GAMBLE COM NPV CUSIP 742718109								
	277 000	83 11	0 00	23,021 47	17,544 22	5,477 25	0 00	5,477 25
QUALCOMM INC COM CUSIP 747525103								
QCOM	310 000	76 10	130 20	23,591 00	19,814 62	3,776 38	0 00	3,776 38
QUEST DIAGNOSTICS INC COM CUSIP 74834L100								
	151 000	63 21	0 00	9,544 71	7,843 74	1,700 97	0 00	1,700 97
RAYTHEON CO USD0 01 CUSIP 755111507								
	213 000	96 34	0 00	20,520 42	19,994 86	525 56	0 00	525 56
REGENERON PHARMACEUTICALS INC COM CUSIP 75886F107								
	71 000	350 52	0 00	24,886 92	20,921 65	3,965 27	0 00	3,965 27
SALESFORCE COM INC COM STK CUSIP 79466L302								
	559 000	59 09	0 00	33,031 31	22,206 43	10,824 88	0 00	10,824 88
SCHLUMBERGER LTD COM COM CUSIP 806857108								
SLB	464 000	109 64	169 60	50,872 96	42,510 62	8,362 34	0 00	8,362 34
SENSATA TECHNOLOGIES HLDG BV CUSIP N7902X106								
	686 000	49 17	0 00	33,730 62	29,795 03	3,935 59	0 00	3,935 59
SERVICENOW INC COM USD0 001 CUSIP 81762P102								
	394 000	61 13	0 00	24,085 22	22,843 53	1,241 69	0 00	1,241 69

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
SPECTRA ENERGY CORP COM STK	CUSIP 847560109							
682 000	41 66	228 47	28 412 12	22 972 04	5 440 08	0 00		5 440 08
SPIRIT AIRLS INC COM CUSIP 848577102								
371 000	70 39	0 00	26 114 69	23 446 92	2 667 77	0 00		2 667 77
SPLUNK INC COMSTK COM USD0 001 CUSIP 848637104								
295 000	53 95	0 00	15 915 25	22 493 99	-6 578 74	0 00		-6 578 74
STARBUCKS CORP COM CUSIP 855244109								
380 000	77 81	0 00	29 567 80	11 745 76	17 822 04	0 00		17 822 04
STERICYCLE INC COM CUSIP 858912108								
151 000	118 85	0 00	17 946 35	12 730 06	5 216 29	0 00		5 216 29
THE PRICELINE GROUP INC CUSIP 741503403								
47 000	1 244 31	0 00	58 482 57	31 035 38	27 447 19	0 00		27 447 19
TJX COS INC COM NEW CUSIP 872540109								
TJX								
286 000	59 61	0 00	17 048 46	16 936 76	111 70	0 00		111 70
TOLL BROS INC COM CUSIP 889478103								
908 000	35 59	0 00	32 315 72	32 505 18	-189 46	0 00		-189 46
TRIMBLE NAV LTD COM CUSIP 896239100								
663 000	33 26	0 00	22 051 38	18 014 77	4 036 61	0 00		4 036 61

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
TUPPERWARE BRANDS CORPORATION CUSIP 899896104								
TUP	106 000	73.26	0.00	7,765.56	8,301.51	-535.95	0.00	-535.95
US BANCORP CUSIP 902973304								
USB	659 000	42.28	0.00	27,862.52	22,808.09	5,054.43	0.00	5,054.43
VALMONT INDS INC COM CUSIP 920253101								
	115 000	140.75	0.00	16,186.25	16,838.60	-652.35	0.00	-652.35
VERIZON COMMUNICATIONS COM CUSIP 92343V104								
VZ	260 000	49.82	0.00	12,953.20	12,136.10	817.10	0.00	817.10
WALT DISNEY CO CUSIP 254687106								
DIS	253 000	89.88	0.00	22,739.64	8,971.38	13,768.26	0.00	13,768.26
WASTE MGMT INC DEL COM STK CUSIP 94106L109								
	266 000	46.97	0.00	12,494.02	11,014.08	1,479.94	0.00	1,479.94
WHIRLPOOL CORP COM CUSIP 963320106								
	234 000	153.02	175.50	35,806.68	34,726.33	1,080.35	0.00	1,080.35
WILLIAMS CO INC COM CUSIP 969457100								
	411 000	59.44	0.00	24,429.84	12,135.94	12,293.90	0.00	12,293.90
WIS ENERGY COM CUSIP 976657106								
	435 000	45.33	169.65	19,718.55	18,413.14	1,305.41	0.00	1,305.41

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

Equity Securities

Common stock

United States - USD

XEROX CORP COM CUSIP 984121103									
	1,061,000	13.81	0.00	14,652.41	11,399.28	3,253.13	0.00		3,253.13
YUM BRANDS INC COM CUSIP 988498101									
	345,000	72.43	0.00	24,988.35	24,488.11	500.24	0.00		500.24
Total USD			4,810.51	2,925,776.87	2,174,454.40	751,322.47	0.00		751,322.47
Total United States			4,810.51	2,925,776.87	2,174,454.40	751,322.47	0.00		751,322.47
Total Common Stock			4,810.51	3,066,605.93	2,285,973.38	780,632.55	0.00		780,632.55
43,968,000									

Equity funds

Emerging Markets Region - USD

MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858									
VWO	15,890,000	45.40	0.00	721,406.00	683,905.60	37,500.40	0.00		37,500.40
MFO OPPENHEIMER DEVELOPING MKTS FDS CL I CUSIP 683974604									
	17,571,150	40.94	0.00	719,362.88	678,137.28	41,225.60	0.00		41,225.60

Total USD			0.00	1,440,768.88	1,362,042.88	78,726.00	0.00		78,726.00
Total Emerging Markets Region			0.00	1,440,768.88	1,362,042.88	78,726.00	0.00		78,726.00

Europe, Australia, and Far East Region - USD

MFC ISHARES TR MSCI EAFE ETF CUSIP 464287465									
	45,330,000	66.71	0.00	3,023,964.30	2,633,828.66	390,135.64	0.00		390,135.64
Total USD			0.00	3,023,964.30	2,633,828.66	390,135.64	0.00		390,135.64

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Description / Asset ID

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

Equity Securities

Equity funds

Total Europe, Australia, and Far East Region 0.00 3,023,964.30 2,633,828.66 390,135.64 0.00 390,135.64

Global Region - USD

MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407

5,480,000 37.23 204,020.40 198,102.00 5,918.40 0.00 5,918.40

Total USD

5,918.40 5,918.40 0.00 5,918.40

United States - USD

MFB NORTHN MID CAP INDEX FD CUSIP 665130100

34,839.590 18.25 635,822.51 346,664.05 289,158.46 0.00 289,158.46

MFC ISHARES TR CORE S&P SMALL-CAP ETF CUSIP 464287804

4,800,000 110.36 529,728.00 354,473.72 175,254.28 0.00 175,254.28

MFC ISHARES TR RUSSELL 1000 ETF CUSIP 464287622

21,980,000 112.23 2,466,815.40 1,679,766.20 787,049.20 0.00 787,049.20

SPDR DOW JONES REIT ETF CUSIP 78464A607

1,500,000 85.43 128,145.00 109,389.00 18,756.00 0.00 18,756.00

Total USD

3,760,510.91 2,490,292.97 1,270,217.94 1,270,217.94

Total United States

3,760,510.91 2,490,292.97 1,270,217.94 1,270,217.94

Total Equity Funds

147,390.740 8,429,264.49 6,684,266.51 1,744,997.98 0.00 1,744,997.98

Other equity

United States - USD

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Description / Asset ID

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

Equity Securities

Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

352 000	98 60	0 00	34,707 20	23,319 43	11,387 77	0 00	11,387 77
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HCP INC COM REIT CUSIP 40414L109

HCP

296 000	43 33	0 00	12,825 68	10,792 50	2,033 18	0 00	2,033 18
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HEALTH CARE REIT INC COM CUSIP 42217K106

331 000	67 58	0 00	22,368 98	17,007 87	5,361 11	0 00	5,361 11
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RLTY INC CORP COM CUSIP 756109104

178 000	44 72	32 53	7,960 16	5,686 05	2,274 11	0 00	2,274 11
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VENTAS INC REIT CUSIP 92276F100

308 000	65 78	0 00	20,260 24	21,812 93	-1,552 69	0 00	-1,552 69
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Total USD

		32 53	98,122 26	78,618 78	19,503 48	0 00	19,503 48
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Total United States

		32 53	98,122 26	78,618 78	19,503 48	0 00	19,503 48
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Total Other Equity

1,465,000		32.53	98,122.26	78,618.78	19,503.48	0.00	19,503.48
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Total Equity Securities

192,823.740		4,843.04	11,593,992 68	9,048,858.67	2,545,134.01	0.00	2,545,134.01
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Fixed Income Securities

Corporate/government

Australia - USD

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Description / Asset ID		Exchange rate/ local market price		Accrued income/expense		Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value	Rate	Yield to Maturity	0 295%	Maturity Date 24 Feb 15			Market	Translation	

Fixed Income Securities

Corporate/government

Australia - USD

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

10,000 000 100 3409 1 94 10,034 09 10,075 10 -41 01 0 00 -41 01

Issue Date 24 Feb 12 Rate 1 00% Yield to Maturity 0 295% Maturity Date 24 Feb 15

Total USD 1 94 10,034 09 10,075 10 -41 01 0 00 -41 01

Total Australia 1 94 10,034 09 10,075 10 -41 01 0 00 -41 01

Canada - USD

BK NOVA SCOTIA B C 1 45% DUE 04-25-2018 CUSIP 064159BZ8

5,000 000 99 0208 25 37 4,951 04 4,928 90 22 14 0 00 22 14

Issue Date 25 Apr 13 Rate 1 45% Yield to Maturity 1 788% Maturity Date 25 Apr 18

ROYAL BK CDA 1 2 DUE 01-23-2017 CUSIP 78010UNX1

5,000 000 100 3617 6 33 5,018 08 5,001 35 16 73 0 00 16 73

Issue Date 23 Jan 14 Rate 1 20% Yield to Maturity 1 062% Maturity Date 23 Jan 17

Total USD 31 70 9,969 12 9,930 25 38 87 0 00 38 87

Total Canada 31 70 9,969 12 9,930 25 38 87 0 00 38 87

France - USD

BNP PARIBAS US MEDIUM TERM NT PROGRAM LLC MEDIUM TERM SR NTS 2 4 12-12-2018 CUSIP 05574LTX6

10,000 000 101 164 52 66 10,116 40 9,976 60 139 80 0 00 139 80

Issue Date 12 Dec 13 Rate 2 40% Yield to Maturity 2 184% Maturity Date 12 Dec 18

Total USD 52 66 10,116 40 9,976 60 139 80 0 00 139 80

Total France 52 66 10,116 40 9,976 60 139 80 0 00 139 80

Israel - USD

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Investment Mgr ID	Shares/PAR value							Market	Translation	

Fixed Income Securities

Corporate/government

Israel - USD

ISR ST JUBILEE ISS 6TH SER DTD 05/01/2010 2 9 DUE 05-01-2015/05-01-2010 CUSIP 46513GFX0

Issue Date	01 May 10	Rate	2 90%	Yield to Maturity	2 876%	Maturity Date	01 May 15	500,000 000	100 00	4,886 30	500,000 00	0 00	500,000 00	0 00	500,000 00
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ISRAEL ST JUBILEE BD DTD 03/01/2014 2 81% DUE 03-01-2019/03-01-2014 REG CUSIP 46513BBZ0

Issue Date	01 Mar 14	Rate	2 81%	Yield to Maturity	2 808%	Maturity Date	01 Mar 19	300,000 000	100 00	2,817 63	300,000 00	0 00	300,000 00	0 00	300,000 00
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ISRAEL ST JUBILEE ISSUE BD 7TH SER DTD 04/08/2011 3 26% DUE 04-01-2016 REG CUSIP 46513GXN2

Issue Date	08 Apr 11	Rate	1 20%	Yield to Maturity	3 252%	Maturity Date	01 Apr 16	200,000 000	100 00	800 00	200,000 00	0 00	200,000 00	0 00	0 00
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ISRAEL ST JUBILEE ISSUE BD 7TH SER DTD 04/08/2011 4 49% DUE 04-01-2021 REG CUSIP 46513GYN1

Issue Date	08 Apr 11	Rate	4 49%	Yield to Maturity	4 487%	Maturity Date	01 Apr 21	300,000 000	100 00	4,490 00	300,000 00	0 00	300,000 00	0 00	0 00
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Total USD								12,993 93		1,300,000 00	500,000 00	0 00	800,000 00	0 00	800,000 00
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Total Israel								12,993 93		1,300,000 00	500,000 00	0 00	800,000 00	0 00	800,000 00
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Japan - USD

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

Issue Date	13 Mar 13	Rate	2 00%	Yield to Maturity	1 319%	Maturity Date	13 Sep 16	5,000 000	101 4925	46 66	5,074 62	4,983 20	91 42	0 00	91 42
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Total USD								46 66		5,074 62	4,983 20	0 00	91 42	0 00	91 42
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Total Japan								46 66		5,074 62	4,983 20	0 00	91 42	0 00	91 42
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Mexico - USD

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Investment Mgr ID	Shares/PAR value	Rate	Yield to Maturity	2.44%	Maturity Date			Market	Translation	
Fixed Income Securities										
Corporate/government										
Mexico - USD										
PEMEX PROJ FDG MASTER TR GTD NT 5.75% DUE 03-01-2018 REG CUSIP 706451BS9										
	10,000,000	112.20		287.50		11,220.00	11,140.00	80.00	0.00	80.00
Issue Date	01 Sep 08	Rate	5.75%	Yield to Maturity	2.44%	Maturity Date	01 Mar 18			
Total USD				287.50		11,220.00	11,140.00	80.00	0.00	80.00
Total Mexico				287.50		11,220.00	11,140.00	80.00	0.00	80.00
Netherlands - USD										
SHELL INTL FIN BV 1 125% DUE 08-21-2017 CUSIP 822582AR3										
	5,000,000	99.8728	1.56			4,993.64	5,004.15	-10.51	0.00	-10.51
Issue Date	21 Aug 12	Rate	1.125%	Yield to Maturity	1.133%	Maturity Date	21 Aug 17			
Total USD				1.56		4,993.64	5,004.15	-10.51	0.00	-10.51
Total Netherlands				1.56		4,993.64	5,004.15	-10.51	0.00	-10.51
Switzerland - USD										
CR SUISSE AG 5.4% DUE 01-14-2020 CUSIP 22546QAD9										
	5,000,000	112.6268	35.25			5,631.34	5,616.45	14.89	0.00	14.89
Issue Date	14 Jan 10	Rate	5.40%	Yield to Maturity	2.898%	Maturity Date	14 Jan 20			
Total USD				35.25		5,631.34	5,616.45	14.89	0.00	14.89
Total Switzerland				35.25		5,631.34	5,616.45	14.89	0.00	14.89
United Kingdom - USD										
ENSCO PLC FORMERLY 4.7% DUE 03-15-2021 CUSIP 293580AA7										
	5,000,000	108.8691	108.36			5,443.45	5,536.55	-93.10	0.00	-93.10
Issue Date	17 Mar 11	Rate	4.70%	Yield to Maturity	3.751%	Maturity Date	15 Mar 21			

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<u>Description / Asset ID</u>		<u>Exchange rate/</u> <u>local market price</u>		<u>Accrued</u> <u>income/expense</u>		<u>Market Value</u>		<u>Cost</u>		<u>Market</u>		<u>Unrealized gain/loss</u> <u>Translation</u>		<u>Total</u>	
Shares/PAR value	Investment Mgr ID														
Fixed Income Securities															
Corporate/government															
United Kingdom - USD															
VODAFONE GROUP PLC 1 5% DUE 02-19-2018 CUSIP 92657WBE9															
5,000 000		99 1093		2 50		4,955 46		4,947 30		8 16		0 00		8 16	
Issue Date 19 Feb 13	Rate 1 50%	Yield to Maturity 1 932%		Maturity Date 19 Feb 18											
Total USD				110 86		10,398 91		10,483 85		-84 94		0 00		-84 94	
Total United Kingdom				110 86		10,398 91		10,483 85		-84 94		0 00		-84 94	
United States - USD															
1ST HORIZON NATL 5 375% DUE 12-15-2015 CUSIP 320517AA3															
5,000 000		105 293		56 73		5,264 65		5,452 90		-188 25		0 00		-188 25	
Issue Date 20 Dec 10	Rate 5 375%	Yield to Maturity 1 284%		Maturity Date 15 Dec 15											
2007-11 NT CL A FLTG 12-15-2019 BEO CUSIP 05522RBG2															
5,000 000		99 4187		0 53		4,970 93		4,946 68		24 25		0 00		24 25	
Issue Date 02 Aug 07	Rate 0 225%	Yield to Maturity 0 438%		Maturity Date 15 Dec 19											
2014-1 NT CL A 06-15-2021 REG CUSIP 05522RCQ9															
10,000 000		100 0101		2 52		10,001 01		10,000 00		1 01		0 00		1 01	
Issue Date 13 Feb 14	Rate 0 535%	Yield to Maturity 0 556%		Maturity Date 15 Jun 21											
ABBVIE INC 1 75% DUE 11-06-2017 CUSIP 00287YAJ8															
5,000 000		100 527		27 95		5,026 35		5,037 50		-11 15		0 00		-11 15	
Issue Date 06 May 13	Rate 1 75%	Yield to Maturity 1 654%		Maturity Date 06 Nov 17											
AFLAC INC 3 625 BDS DUE 06-15-2023 USD1000 REG CUSIP 001055AL6															
5,000 000		102 8608		38 26		5,144 04		5,090 65		53 39		0 00		53 39	
Issue Date 10 Jun 13	Rate 3 625%	Yield to Maturity 3 43%		Maturity Date 15 Jun 23											

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Description / Asset ID		Exchange rate/ local market price		Accrued income/expense		Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value							Market	Translation	
Fixed Income Securities										
Corporate/government										
United States - USD										
ALLY AUTO 57% DUE 08-20-2015 CUSIP 02006GAC8										
	2,994 740		100 0127		0 52	2,995 12	2,985 85	9 27	0 00	9 27
Issue Date 19 Sep 12 Rate 0 57% Yield to Maturity 0 56% Maturity Date 20 Aug 15										
ALLY AUTO 97% DUE 10-15-2018 CUSIP 02006TAB2										
	5,000 000		99 7422		2 15	4,987 11	4,999 88	-12 77	0 00	-12 77
Issue Date 18 Jun 14 Rate 0 97% Yield to Maturity 0 889% Maturity Date 15 Oct 18										
ALLY MASTER OWNER TR SR 2014-4 CL A2 1 43 06-17-2019 CUSIP 02005AEK0										
	10,000 000		99 9205		6 35	9,992 05	9,997 52	-5 47	0 00	-5 47
Issue Date 16 Jul 14 Rate 1 43% Yield to Maturity 1 435% Maturity Date 17 Jun 19										
AMERICREDIT AUTOMOBILE RECEIVABLES TR 2010-10-2017 REG CUSIP 03064VAJ7										
	10,000 000		99 9759		2 55	9,997 59	10,000 00	-2 41	0 00	-2 41
Issue Date 12 Jun 14 Rate 0 4388% Yield to Maturity 0 437% Maturity Date 10 Oct 17										
AMERICREDIT FLTGT RT 5355% DUE 03-08-2017 CUSIP 03065EAC9										
	7,251 620		100 0798		2 60	7,257 40	7,251 62	5 78	0 00	5 78
Issue Date 14 Nov 13 Rate 0 5388% Yield to Maturity 0 386% Maturity Date 08 Mar 17										
AMERN HONDA FIN 2 125% DUE 10-10-2018 CUSIP 02665WAC5										
	5,000 000		101 4638		41 61	5,073 19	4,980 70	92 49	0 00	92 49
Issue Date 10 Oct 13 Rate 2 125% Yield to Maturity 1 899% Maturity Date 10 Oct 18										
APPLE INC 2 4% DUE 05-03-2023 CUSIP 037833AK6										
	5,000 000		95 9326		39 33	4,796 63	5,014 60	-217 97	0 00	-217 97
Issue Date 03 May 13 Rate 2 40% Yield to Maturity 2 869% Maturity Date 03 May 23										

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Description / Asset ID		Exchange rate/ Investment Mgr ID		Accrued income/expense		Market Value	Cost	Unrealized gain/loss		Total
Shares/PAR value	local market price							Market	Translation	
Fixed Income Securities										
Corporate/government										
United States - USD										
AT&T INC 5 5% DUE 02-01-2018 CUSIP 00206RAJ1										
5,000 000	112 8023		22 91		5,640 11	5,692 85	-52 74	0 00	-52 74	
Issue Date 01 Feb 08 Rate 5 50% Yield to Maturity 1 71% Maturity Date 01 Feb 18										
BANK AMER CORP 4 1% DUE 07-24-2023 CUSIP 06053FAA7										
10,000 000	104 431		42 13		10,443 10	10,266 80	176 30	0 00	176 30	
Issue Date 23 Jul 13 Rate 4 10% Yield to Maturity 3 511% Maturity Date 24 Jul 23										
BB&T CORP SR MEDIUM TERM NTS BOOK ENTRY 2 15 DUE 03-22-2017 CUSIP 05531FAK9										
10,000 000	102 2317		94 95		10,223 17	10,309 70	-86 53	0 00	-86 53	
Issue Date 22 Mar 12 Rate 2 15% Call Date 22 Feb 17 Call Price 100 00 Yield to Maturity 1 278% Maturity Date 22 Mar 17										
BERKSHIRE HATHAWAY FIN CORP GTD SR NT FLTG DUE 01-10-2017 REG CUSIP 084664CA7										
5,000 000	100 1647		2 82		5,008 23	5,000 00	8 23	0 00	8 23	
Issue Date 10 Jan 14 Rate 0 3836% Yield to Maturity 0 382% Maturity Date 10 Jan 17										
BUNGE LTD FIN CORP 4 1% DUE 03-15-2016 CUSIP 120568AU4										
5,000 000	104 4763		94 52		5,223 81	5,363 30	-139 49	0 00	-139 49	
Issue Date 11 Mar 11 Rate 4 10% Yield to Maturity 1 051% Maturity Date 15 Mar 16										
CAP 1 MULTI-ASSET FLTG RT 5333% DUE 01-18-2022 CUSIP 14041NER8										
10,000 000	99 9863		2 52		9,998 63	10,011 33	-12 70	0 00	-12 70	
Issue Date 10 Apr 14 Rate 0 535% Yield to Maturity 0 573% Maturity Date 18 Jan 22										
CARMAX AUTO OWNER 51999998093% DUE 07-17-2017 CUSIP 14313KAC2										
4,011 870	100 0734		0 92		4,014 81	4,007 17	7 64	0 00	7 64	
Issue Date 11 Oct 12 Rate 0 51999% Yield to Maturity 0 46% Maturity Date 17 Jul 17										

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Investment Mgr ID	local market price	income/expense			Translation		
Shares/PAR value							

Fixed Income Securities

Corporate/government

United States - USD

CATERPILLAR FINL SVCS CORP MEDIUM TERM NTS-BOOK ENTRY VAR RT 08-28-2015 CUSIP 14912L5U1

5,000 000	100 1181	5 01	5,005 90	5,000 00	5 90	0 00	5 90
Issue Date 30 Aug 13	Rate 0 3881%	Yield to Maturity 0 254%	Maturity Date 28 Aug 15				
CITIGROUP INC 3 875% DUE 10-25-2023 CUSIP 172967HD6							

10,000 000	103 8635	135 62	10,366 35	9,992 10	374 25	0 00	374 25
Issue Date 25 Oct 13	Rate 3 875%	Yield to Maturity 3 49%	Maturity Date 25 Oct 23				
COMM 2014-CORE14 MTS TR SER 2014-CR14 CL A-2 3 147 02-10-2047 REG CUSIP 12630DAV6							

10,000 000	103 9546	28 22	10,395 46	10,299 89	95 57	0 00	95 57
Issue Date 01 Jan 14	Rate 3 147%	Yield to Maturity 2 03%	Maturity Date 10 Feb 47				
CONOCOPHILLIPS CO 1 05 DUE 12-15-2017 CUSIP 20826FAB2							

5,000 000	99 044	11 08	4,952 20	4,910 50	41 70	0 00	41 70
Issue Date 07 Dec 12	Rate 1 05%	Call Date 15 Nov 17	Call Price 100 00	Yield to Maturity 1 397%	Maturity Date 15 Dec 17		
DEERE JOHN CAP 7% DUE 09-04-2015 CUSIP 24422ERV3							

5,000 000	100 3135	17 20	5,015 67	5,019 60	-3 93	0 00	-3 93
Issue Date 07 Sep 12	Rate 0 70%	Yield to Maturity 0 311%	Maturity Date 04 Sep 15				
DIRECTV HLDG/FIN 5 DUE 03-01-2021 CUSIP 25459HBA2							

5,000 000	112 063	125 00	5,603 15	5,542 90	60 25	0 00	60 25
Issue Date 10 Mar 11	Rate 5 00%	Yield to Maturity 3 223%	Maturity Date 01 Mar 21				
DOW CHEMICAL CO 3% DUE 11-15-2022 CUSIP 260543CH4							

5,000 000	98 6372	44 16	4,931 86	4,862 95	68 91	0 00	68 91
Issue Date 14 Nov 12	Rate 3 00%	Call Date 15 Aug 22	Call Price 100 00	Yield to Maturity 3 35%	Maturity Date 15 Nov 22		

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Investment Mgr ID	Shares/PAR value							Market	Translation		
Fixed Income Securities											
Corporate/government											
United States - USD											
ENERGY TRANSFER PARTNERS 5.2 2-1-2022 CUSIP 29273RAQ2											
Issue Date	17 Jan 12	Rate	5.20%	Call Date	01 Nov 21	Call Price	100.00	Yield to Maturity	3.706%	Maturity Date	01 Feb 22
EXELON CORP 4.9% DUE 06-15-2015 CUSIP 30161NAD3											
Issue Date	09 Jun 05	Rate	4.90%	Yield to Maturity	0.782%	Maturity Date	15 Jun 15				
FHLMC MULTICLASS SER 3778 CL D 3 5 DUE 03-15-2025 REG CUSIP 3137A45Y9											
Issue Date	01 Dec 10	Rate	3.50%	Yield to Maturity	1.179%	Maturity Date	15 Mar 25				
FNMA 1.25 01-30-2017 CUSIP 3135G0GY3											
Issue Date	09 Jan 12	Rate	1.25%	Yield to Maturity	0.728%	Maturity Date	30 Jan 17				
FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS SETTLES SEPTEMBER CUSIP 01F032690											
Issue Date	01 Jan 40	Rate	3.50%								
FORD CR AUTO LEASE FLTGT RT 4233% DUE 01-15-2016 CUSIP 34530FAC8											
Issue Date	30 Oct 13	Rate	0.425%	Yield to Maturity	0.298%	Maturity Date	15 Jan 16				
FORD CR AUTO OWNER TR 2013-B CL A3 57 DUE 10-15-2017 CUSIP 34530EAC1											
Issue Date	21 May 13	Rate	0.56999%	Yield to Maturity	0.457%	Maturity Date	15 Oct 17				

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Description / Asset ID		Exchange rate/ local market price		Accrued income/expense		Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value							Market	Translation	
Fixed Income Securities										
Corporate/government										
United States - USD										
FORD CR FLOORPLAN MASTER OWNER TRA 2013-5 CL A-2 VAR RT 09-15-2018 CUSIP 34528QCW2										
	5,000 000	100 3482	Yield to Maturity 0 486%	1 47	5,017 41	5,003 91		13 50	0 00	13 50
Issue Date 17 Sep 13 Rate 0 625% Maturity Date 15 Sep 18										
GAP INC 5 95% DUE 04-12-2021 CUSIP 364760AK4										
	5,000 000	115 8996	Call Date 12 Jan 21	114 86	5,794 98	5,683 65		111 33	0 00	111 33
Issue Date 12 Apr 11 Rate 5 95% Yield to Maturity 3 678% Maturity Date 12 Apr 21										
GENERAL ELEC CAP CORP MEDIUM TERM NTS 2 9 DUE 01-09-2017 CUSIP 36962G5N0										
	100,000 000	104 138	Yield to Maturity 0 993%	418 88	104,138 00	105,795 00		-1,657 00	0 00	-1,657 00
Issue Date 09 Jan 12 Rate 2 90% Maturity Date 09 Jan 17										
GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 4 375% DUE 09-16-2020 CUSIP 36962G4R2										
	15,000 000	109 9778	Yield to Maturity 2 572%	300 78	16,496 67	16,572 25		-75 58	0 00	-75 58
Issue Date 16 Sep 10 Rate 4 375% Maturity Date 16 Sep 20										
GENWORTH HLDGS INC 4 8 DUE 02-15-2024 REG CUSIP 372491AB6										
	10,000 000	105 0762	Yield to Maturity 4 33%	21 33	10,507 62	10,240 85		266 77	0 00	266 77
Issue Date 10 Dec 13 Rate 4 80% Maturity Date 15 Feb 24										
GEORGIA PWR CO 3% DUE 04-15-2016 CUSIP 373334JV4										
	5,000 000	103 6881	Yield to Maturity 0 742%	56 66	5,184 40	5,336 45		-152 05	0 00	-152 05
Issue Date 19 Apr 11 Rate 3 00% Maturity Date 15 Apr 16										
GNMA POOL #590161 SER 2017 5% DUE 11-15-2017 REG CUSIP 36201QTS2										
	14,662 820	106 106	Yield to Maturity 0 377%	61 09	15,558 13	15,070 62		487 51	0 00	487 51
Issue Date 01 Nov 02 Rate 5 00% Maturity Date 15 Nov 17										

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

Fixed Income Securities

Corporate/government

United States - USD

GNMA POOL #603640 SER 2018 5% DUE 04-15-2018 REG CUSIP 36200K557

972 760	102 8561	4 05	1,000 54	1,005 59	-5 05	0 00	-5 05
Issue Date 01 Apr 03	Rate 5 00%	Yield to Maturity -1 401%	Maturity Date 15 Apr 18				

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

5,000 000	112 84	35 53	5,642 00	5,656 75	-14 75	0 00	-14 75
Issue Date 18 Jan 08	Rate 5 95%	Yield to Maturity 2 081%	Maturity Date 18 Jan 18				

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

5,000 000	101 6036	12 86	5,080 18	5,080 05	0 13	0 00	0 13
Issue Date 22 Jan 13	Rate 2 375%	Yield to Maturity 2 074%	Maturity Date 22 Jan 18				

HCP INC 4 2 DUE 03-01-2024 CUSIP 40414LAK5

5,000 000	103 189	110 83	5,159 45	5,125 30	34 15	0 00	34 15
Issue Date 21 Feb 14	Rate 4 20%	Call Date 01 Dec 23	Call Price 100 00	Yield to Maturity 3 916%	Maturity Date 01 Mar 24		

HLTH CARE REIT INC 6 125% DUE 04-15-2020 CUSIP 42217KAS5

5,000 000	116 7444	115 69	5,837 22	5,811 95	25 27	0 00	25 27
Issue Date 07 Apr 10	Rate 6 125%	Yield to Maturity 2 964%	Maturity Date 15 Apr 20				

HSBC FIN CORP 5% DUE 06-30-2015 CUSIP 40429CCS9

5,000 000	103 5886	42 36	5,179 43	5,266 20	-86 77	0 00	-86 77
Issue Date 27 Jun 05	Rate 5 00%	Yield to Maturity 0 938%	Maturity Date 30 Jun 15				

HUNTINGTON AUTO TR 2012-2 CL A3 51 04-17-2017 CUSIP 44614TAC6

4,345 810	100 0468	0 98	4,347 84	4,345 47	2 37	0 00	2 37
Issue Date 11 Oct 12	Rate 0 51%	Yield to Maturity 0 43%	Maturity Date 17 Apr 17				

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

Corporate/government

United States - USD

HYUNDAI AUTO 9% DUE 12-17-2018 CUSIP 44890UAC8

[illegible]

HYUNDAI AUTO RECEIVABLES SER 2012-C CL A3 53 04-17-2017 CUSIP 44890KACD

Issue Date	17 Oct 12	Rate	0.53%	Yield to Maturity	0.379%	Maturity Date	17 Apr 17	8,441 41	8,444 22	-2 81	0 00	-2 81
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INTERCONTINENTALEX 4% DUE 10-15-2023 CUSIP 45866FAA2

358 90	0.00	4,961 25	5,320 15	75 55	106 403	5,000 000	Issue Date 08 Oct 13	Rate 4.00%	Yield to Maturity 3.381%	Maturity Date 15 Oct 23
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INTL BUSINESS 1 95% DUE 07-22-2016 CUSIP 459200GX3

	100,000,000	102,389	211 25		102,389 00	-2,063 00	0 00	-2,063 00
Issue Date 23 Jul 11	Date 1 Oct 12	Yield To Maturity 0.674%	Maturity Date 22 Jul 15					

JEFFERIES GROUP 5 125% DUE 04-13-2018 CUSIP 472319AK8

Issue Date	13 Apr 11	Ratio	5.125%	Yield to Maturity	3.57%	Maturity Date	13 Apr 18
5,000,000	109,2061	98.22	5,460.30	5,476.80	-16.50	0.00	-16.50

JPMBB COMI-MTG 3.0456% DUE 04-15-2047 CUSIP 45541WAT4

10,000,000	103,5602	25.38	10,356.02	10,421.88	-65.86	0.00	-65.86
Begin Date: 01 May 14	Rate: 3.0456%	Yield to Maturity: 3.129%	Maturity Date: 15 Apr 47				

JPMORGAN CHASE & CO. 4.4% DUE 07-22-2020 CUSIP 46625HH52

Year	10,000,000	108,9991	47.66	10,899.91	10,846.80	53.11	0.00	53.11
1990	10,000,000	108,9991	47.66	10,899.91	10,846.80	53.11	0.00	53.11

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Investment Mgr ID	Shares/PAR value							Market	Translation	
Fixed Income Securities										
Corporate/government										
United States - USD										
JPMORGAN CHASE & CO FORMERLY J P MORGAN 6 DUE 01-15-2018 BEO CUSIP 46625HGY0										
	5,000,000	113.6225		38.33		5,681.12	5,732.95	-51.83	0.00	-51.83
KIMCO RLTY CORP 3 125% DUE 06-01-2023 CUSIP 49446RAK5										
	10,000,000	97.60		78.12		9,760.00	9,926.70	-166.70	0.00	-166.70
	Issue Date 23 May 13	Rate 3 125%	Call Date 01 Mar 23	Call Price 100.00	Yield to Maturity 3.48%	Maturity Date 01 Jun 23				
KROGER CO 2 2% DUE 01-15-2017 CUSIP 501044CP4										
	5,000,000	102.4558		14.05		5,122.79	5,138.70	-15.91	0.00	-15.91
	Issue Date 19 Jan 12	Rate 2 20%	Yield to Maturity 1.238%	Maturity Date 15 Jan 17						
LOWES COS INC 5% DUE 10-15-2015 CUSIP 548661CH8										
	125,000,000	104.8883		2,351.11		131,110.37	130,193.75	916.62	0.00	916.62
	Issue Date 06 Oct 05	Rate 5 00%	Call Date 14 Oct 15	Call Price 100.00	Yield to Maturity 0.575%	Maturity Date 15 Oct 15				
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699										
	203,930,750	7.63		0.00		1,555,991.62	1,476,661.34	79,330.28	0.00	79,330.28
	Issue Date 25 Aug 08									
NASDAQ OMX GROUP 5 25% DUE 01-16-2018 CUSIP 631103AE8										
	5,000,000	110.2936		32.81		5,514.68	5,484.40	30.28	0.00	30.28
	Issue Date 21 Dec 10	Rate 5 25%	Yield to Maturity 2.228%	Maturity Date 16 Jan 18						
PEPSICO INC SR NT 0.75 3-5-2015 CUSIP 713448BX5										
	5,000,000	100.2479		18.33		5,012.39	5,024.75	-12.36	0.00	-12.36
	Issue Date 05 Mar 12	Rate 0.75%	Yield to Maturity 0.32%	Maturity Date 05 Mar 15						

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

Fixed Income Securities

Corporate/government

United States - USD

PROLOGIS L P 3 35 DUE 02-01-2021 CUSIP 74340XAY7

Issue Date 01 Nov 13 Rate 3 35% Call Date 01 Nov 20 Call Price 100 00 Yield to Maturity 3 164% Maturity Date 01 Feb 21 5,000 000 101 5193 13 95 5,075 96 5,057 05 18 91 0 00 18 91

RYDER SYS INC MEDIUM TERM NTS BOOK ENTRY 2 65% DUE 06-01-2019/02-25-2014 CUSIP 78355HJW0

Issue Date 25 Feb 14 Rate 2 55% Call Date 01 May 19 Call Price 100 00 Yield to Maturity 2 421% Maturity Date 01 Jun 19 5,000 000 100 9727 31 87 5,048 63 5,009 35 39 28 0 00 39 28

SANTANDER HLDGS 3 45% DUE 08-27-2018 CUSIP 80282KAC0

Issue Date 27 Aug 13 Rate 3 45% Call Date 27 Jul 18 Call Price 100 00 Yield to Maturity 2 262% Maturity Date 27 Aug 18 5,000 000 104 9602 1 91 5,248 01 5,191 60 56 41 0 00 56 41

SCHLUMBERGER INVT 3 65% DUE 12-01-2023 CUSIP 806854AH8

Issue Date 03 Dec 13 Rate 3 65% Call Date 01 Sep 23 Call Price 100 00 Yield to Maturity 3 061% Maturity Date 01 Dec 23 5,000 000 105 3343 45 62 5,266 71 5,139 45 127 26 0 00 127 26

SEMPRA ENERGY 4 05 SNR NTS DUE 12-01-2023 CUSIP 816851AU3

Issue Date 22 Nov 13 Rate 4 05% Call Date 01 Sep 23 Call Price 100 00 Yield to Maturity 3 256% Maturity Date 01 Dec 23 5,000 000 106 7926 50 62 5,339 63 5,028 80 310 83 0 00 310 83

SYMANTEC CORP 4 2% DUE 09-15-2020 CUSIP 871503AH1

Issue Date 16 Sep 10 Rate 4 20% Yield to Maturity 3 959% Maturity Date 15 Sep 20 5,000 000 103 4821 96 83 5,174 10 5,046 25 127 85 0 00 127 85

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

Issue Date 26 Sep 12 Rate 0 46% Yield to Maturity 0 376% Maturity Date 15 Jul 16 3,390 760 100 0396 0 69 3,392 10 3,388 79 3 31 0 00 3 31

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Investment Mgr ID	Shares/PAR value	Rate	Yield to Maturity	Income/expense	Translation					
Fixed Income Securities										
Corporate/government										
United States - USD										
TOYOTA MTR CR CORP MEDIUM TERM NTS 3 2 DUE 06-17-2015 CUSIP 89233P4B9										
Issue Date	17 Jun 10	Rate	3 20%	Yield to Maturity	0 39%	Maturity Date	17 Jun 15	5,112 71	5,228 00	-115 29 0 00
U S BANCORP MEDIUM TERM NTS 2 2 04-25-2019 CUSIP 91159HHH6										
Issue Date	24 Apr 14	Rate	2 20%	Call Date	24 Mar 19	Call Price	100 00	Yield to Maturity	2 066%	Maturity Date
								5,037 19	4,995 50	41 69 0 00
UNITED STATES TREAS NTS 1 DUE 03-31-2017 REG CUSIP 912828SM3										
Issue Date	31 Mar 12	Rate	1 00%	Yield to Maturity	0 703%	Maturity Date	31 Mar 17	65,345 28	65,428 73	-83 45 0 00
UNITED STATES TREAS NTS 1 25 DUE 11-30-2018 REG CUSIP 912828A34										
Issue Date	30 Nov 13	Rate	1 25%	Yield to Maturity	1 396%	Maturity Date	30 Nov 18	54,505 88	54,398 23	107 65 0 00
UNITED STATES TREAS NTS DTD 09/15/2015 25% DUE 09-15-2015 REG CUSIP 912828TP5										
Issue Date	15 Sep 12	Rate	0 25%	Yield to Maturity	0 142%	Maturity Date	15 Sep 15	20,025 78	20,008 66	17 12 0 00
UNITED STATES TREAS NTS DTD 11/15/2012 1 625% DUE 11-15-2022 REG CUSIP 912828TY6										
Issue Date	15 Nov 12	Rate	1 625%	Yield to Maturity	2 173%	Maturity Date	15 Nov 22	23,929 70	22,809 86	1,119 84 0 00
UNITED STATES TREAS NTS DTD 11/15/2013 2 75% DUE 11-15-2023 REG CUSIP 912828WE6										
Issue Date	15 Nov 13	Rate	2 75%	Yield to Maturity	2 259%	Maturity Date	15 Nov 23	10,382 81	10,052 77	330 04 0 00

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Description / Asset ID

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

Fixed Income Securities

Corporate/government

United States - USD

UNITED STATES TREAS NTS DTD 12/31/2012 75% DUE 12-31-2017 REG CUSIP 912828UE8

1,000,000	98.75	1.28	987.50	996.68	-9.18	0.00	-9.18
Issue Date 31 Dec 12	Rate 0.75%	Yield to Maturity 1.052%	Maturity Date 31 Dec 17				

UNITED STATES TREAS NTS DTD 604 2 375% DUE 08-15-2024 REG CUSIP 912828D56

5,000,000	100.2656	5.48	5,013.28	4,984.40	28.88	0.00	28.88
Issue Date 15 Aug 14	Rate 2.375%	Yield to Maturity 2.33%	Maturity Date 15 Aug 24				

UNITEDHEALTH GROUP 2.75 DUE 02-15-2023 CUSIP 91324PBZ4

5,000,000	97.854	6.11	4,892.70	4,706.90	185.80	0.00	185.80
Issue Date 22 Oct 12	Rate 2.75%	Call Date 15 Nov 22	Yield to Maturity 3.10%	Maturity Date 15 Feb 23			

US TREAS NTS 875 DUE 01-31-2017 REG CUSIP 912828SC5

25,000,000	100.4062	19.02	25,101.55	25,080.16	21.39	0.00	21.39
Issue Date 31 Jan 12	Rate 0.875%	Yield to Maturity 0.63%	Maturity Date 31 Jan 17				

US TREAS NTS DTD 03/31/2014 375 DUE 03-31-2016 REG CUSIP 912828C40

10,000,000	100.0586	15.77	10,005.86	10,000.03	5.83	0.00	5.83
Issue Date 31 Mar 14	Rate 0.375%	Yield to Maturity 0.292%	Maturity Date 31 Mar 16				

US TREAS NTS DTD 1 625 DUE 03-31-2019 REG CUSIP 912828C65

50,000,000	100.2891	341.87	50,144.55	49,921.26	223.29	0.00	223.29
Issue Date 31 Mar 14	Rate 1.625%	Yield to Maturity 1.506%	Maturity Date 31 Mar 19				

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

45,000,000	100.0781	9.78	45,035.14	45,000.13	35.01	0.00	35.01
Issue Date 31 Jan 13	Rate 0.25%	Yield to Maturity 0.094%	Maturity Date 31 Jan 15				

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Investment Mgr ID	Shares/PAR value								Translation		
Fixed Income Securities											
Corporate/government											
United States - USD											
VALERO ENERGY CORP 9 375% DUE 03-15-2019 CUSIP 91913YANO											
Issue Date 17 Mar 09	5,000 000	Rate 9 375%	Yield to Maturity 2 653%	Maturity Date 15 Mar 19	216 14	6,484 08	6,810 60	-326 52	0 00		-326 52
VERIZON 3 65% DUE 09-14-2018 CUSIP 92343VBP8											
Issue Date 18 Sep 13	10,000 000	Rate 3 65%	Yield to Maturity 2 093%	Maturity Date 14 Sep 18	169 31	10,666 13	10,684 20	-18 07	0 00		-18 07
WACHOVIA CORP NEW WACHOVIA CORP 5 75% DUE 06-15-2017 CUSIP 929903DT6											
Issue Date 08 Jun 07	5,000 000	Rate 5 75%	Yield to Maturity 1 39%	Maturity Date 15 Jun 17	60 69	5,602 84	5,874 00	-271 16	0 00		-271 16
WASTE MANAGEMENT INC 2 9 DUE 09-15-2022 REG CUSIP 94106LAY5											
Issue Date 12 Sep 12	5,000 000	Rate 2 90%	Call Date 15 Jun 22	Call Price 100 00	Yield to Maturity 3 13%	Maturity Date 15 Sep 22	4,897 35	68 99	0 00		68 99
WELLS FARGO & CO 5 625% DUE 12-11-2017 CUSIP 949746NX5											
Issue Date 10 Dec 07	10,000 000	Rate 5 625%	Yield to Maturity 1 587%	Maturity Date 11 Dec 17	125 00	11,308 06	11,798 80	-490 74	0 00		-490 74
WELLS FARGO & CO TRANCHE # SR 00129 3 45DUE 02-13-2023 CUSIP 94974BFJ4											
Issue Date 13 Feb 13	5,000 000	Rate 3 45%	Yield to Maturity 3 47%	Maturity Date 13 Feb 23	8 62	5,034 65	5,017 10	17 55	0 00		17 55
WORLD OMNI AUTO RECEIVABLES TR SER 2012-A CL A3 1 0%02-15-2017 CUSIP 98157HAB3											
Issue Date 18 Jul 12	3,041 200	Rate 0 64%	Yield to Maturity 0 492%	Maturity Date 15 Feb 17	0 86	3,045 19	3,051 90	-6 71	0 00		-6 71

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

Fixed Income Securities

Corporate/government

United States - USD

XILINX INC 3% DUE 03-15-2021 CUSIP 983919AH4

5,000,000	101.0373	70.41	5,051.86	4,964.05	87.81	0.00	87.81
Issue Date 12 Mar 14	Rate 3.00%	Yield to Maturity 2.925%	Maturity Date 15 Mar 21				
Total USD		7,404.70	2,744,548.91	2,665,664.60	78,884.31	0.00	78,884.31
Total United States		7,404.70	2,744,548.91	2,665,664.60	78,884.31	0.00	78,884.31
Total Corporate/Government							
2,726,005.060		20,966.76	4,111,987.03	3,232,874.20	879,112.83	0.00	879,112.83

Municipal issues

United States - USD

CALIFORNIA ST 6.2% 10-01-2019 BEO TAXABLE CUSIP 13063A7G3

5,000,000	119.928	129.16	5,996.40	6,146.35	-149.95	0.00	-149.95
Issue Date 15 Oct 09	Rate 6.20%	Yield to Maturity 2.314%	Maturity Date 01 Oct 19				
Total USD		129.16	5,996.40	6,146.35	-149.95	0.00	-149.95
Total United States		129.16	5,996.40	6,146.35	-149.95	0.00	-149.95
Total Municipal Issues							
5,000,000		129.16	5,996.40	6,146.35	-149.95	0.00	-149.95

Inflation-linked

United States - USD

UNITED STATES TREAS NTS DTD 00399 04-15-2017 CUSIP 912828SQ4

25,000,000	107.327861	12.45	26,831.96	26,913.08	-81.12	0.00	-81.12
Issue Date 15 Apr 12	Rate 0.13114%	Yield to Maturity -0.694%	Maturity Date 15 Apr 17				

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Investment Mgr ID	Shares/PAR value							Market	Translation	
Fixed Income Securities										
Inflation-linked										
United States - USD										
US TSY INFL IX TREAS BD 0 625 01-15-2024 CUSIP 912828B25										
	15,000 000	105 688617	12 48		15,853 29	15,360 39	492 90	0 00		492 90
Issue Date 15 Jan 14 Rate 0 63831% Yield to Maturity 1 933% Maturity Date 15 Jan 24										
USA TREASURY NTS TIPS DTD 00340 04-15-2016 CUSIP 912828QD5										
	10,000 000	109 807067	5 12		10,980 70	11,001 63	-20 93	0 00		-20 93
Issue Date 15 Apr 11 Rate 0 13495% Yield to Maturity -4 04% Maturity Date 15 Apr 16										
Total USD			30 05		53,665 95	53,275 10	390 85	0 00		390 85
Total United States			30 05		53,665 95	53,275 10	390 85	0 00		390 85
Total Inflation-Linked										
50,000,000			30.05		53,665.95	53,275.10	390.85	0.00		390.85
Other bonds										
United States - USD										
MFC FLEXSHARES TR TR IBOX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506										
	4,810 000	25 02	0 00		120,346 20	121,115 80	-769 60	0 00		-769 60
Issue Date 07 Dec 12										
Total USD			0 00		120,346 20	121,115 80	-769 60	0 00		-769 60
Total United States			0 00		120,346 20	121,115 80	-769 60	0 00		-769 60
Total Other Bonds										
4,810 000			0.00		120,346.20	121,115.80	-769.60	0.00		-769.60
Total Fixed Income Securities										
2,785,815 060			21,125.97		4,291,995.58	3,413,411.45	878,584.13	0.00		878,584.13

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Investment Mgr ID	Shares/PAR value							
Real Estate								
Real estate funds								
United States - USD								
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541								
58,469,080		10.18	0.00	595,215.23	580,378.28	14,836.95	0.00	14,836.95
MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE SECS PORT CUSIP 233203348								
22,357,720		5.80	0.00	129,674.77	110,000.00	19,674.77	0.00	19,674.77
Total USD			0.00	724,890.00	690,378.28	34,511.72	0.00	34,511.72
Total United States			0.00	724,890.00	690,378.28	34,511.72	0.00	34,511.72
Total Real Estate Funds								
80,826,800			0.00	724,890.00	690,378.28	34,511.72	0.00	34,511.72
Total Real Estate								
80,826,800			0.00	724,890.00	690,378.28	34,511.72	0.00	34,511.72

Cash and Short Term Investments

Short term

USD - United States dollar										
		1.00		38.90	320,647.60	320,647.60		0.00	0.00	0.00
Total short term - all currencies				38.90	320,647.60	320,647.60		0.00	0.00	0.00
Total short term - all countries				38.90	320,647.60	320,647.60		0.00	0.00	0.00
Total Short Term				38.90	320,647.60	320,647.60		0.00	0.00	0.00
320,647,600										

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Total Cash and Short Term Investments				320,647.60	320,647.60	0.00	0.00	0.00

Adjustments To Cash

Pending trade purchases

USD - United States dollar								
	1.00		0.00	-22,021.52	-22,021.52	0.00	0.00	0.00
Total pending trade purchases - all currencies								
			0.00	-22,021.52	-22,021.52	0.00	0.00	0.00
Total pending trade purchases - all countries								
			0.00	-22,021.52	-22,021.52	0.00	0.00	0.00
Total Pending trade purchases								
	0.000		0.00	-22,021.52	-22,021.52	0.00	0.00	0.00

Pending trade sales

USD - United States dollar								
	1.00		0.00	11,384.49	11,384.49	0.00	0.00	0.00
Total pending trade sales - all currencies								
			0.00	11,384.49	11,384.49	0.00	0.00	0.00
Total pending trade sales - all countries								
			0.00	11,384.49	11,384.49	0.00	0.00	0.00
Total Pending trade sales								
	0.000		0.00	11,384.49	11,384.49	0.00	0.00	0.00
Total Adjustments To Cash								
	0.000		0.00	-10,637.03	-10,637.03	0.00	0.00	0.00
Total								
	3,380,113.200		26,007.91	16,920,888.83	13,462,658.97	3,458,229.86	0.00	3,458,229.86

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Investment Mgr ID	Shares/PAR value	local	market price	income/expense					
								Translation	Total

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