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Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

2015Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter social security numbers on this form as it may be made publicInformation about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2015 or tax year beginning

09/01, 2015, and ending

08/31, 2016

Name of foundation TOM RUSSELL CHARITABLE FOUNDATION, INC.		A Employer identification number 36-6082517
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (800) 839-1754
FOUNDATION SOURCE 501 SILVERSIDE RD		
City or town, state or province, country, and ZIP or foreign postal code WILMINGTON, DE 19809-1377		C If exemption application is pending, check here. <input type="checkbox"/>
G Check all that apply	Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/>	D 1 Foreign organizations, check here. <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here. <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 17,713,346.		

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)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B.					
3 Interest on savings and temporary cash investments		215.	215.		
4 Dividends and interest from securities		255,526.	255,526.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,320,409.			
b Gross sales price for all assets on line 6a		11,959,462.			
7 Capital gain net income (from Part IV, line 2)			1,320,409.		
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		1,576,150.	1,576,150.		
13 Compensation of officers, directors, trustees, etc.		91,110.			91,110.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 1		5,350.			5,350.
b Accounting fees (attach schedule) ATCH 2		7,000.			7,000.
c Other professional fees (attach schedule) [3]		74,872.	59,790.		15,082.
17 Interest					
18 Taxes (attach schedule) (see instructions) [4]		19,339.	1,939.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		9,388.	595.		8,198.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 5		62,025.	10.		62,015.
24 Total operating and administrative expenses Add lines 13 through 23		269,084.	62,334.		188,755.
25 Contributions, gifts, grants paid		504,000.			504,000.
26 Total expenses and disbursements Add lines 24 and 25		773,084.	62,334.	0.	692,755.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		803,066.			
b Net investment income (if negative, enter -0-)			1,513,816.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing					
	2 Savings and temporary cash investments			164,005.	102,162.	102,162.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶					
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶					
	5 Grants receivable.					
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)					
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶					
	8 Inventories for sale or use.					
	9 Prepaid expenses and deferred charges					
	10a Investments - U S and state government obligations (attach schedule).					
	b Investments - corporate stock (attach schedule) ATCH 6			14,161,436.	14,815,512.	17,242,226.
	11 c Investments - corporate bonds (attach schedule). Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)					
	12 Investments - mortgage loans.					
	13 Investments - other (attach schedule)					
	14 Land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)					
	15 Other assets (describe ▶ ATCH 7)			158,125.	368,958.	368,958.
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)			14,483,566.	15,286,632.	17,713,346.
Liabilities	17 Accounts payable and accrued expenses					
	18 Grants payable.					
	19 Deferred revenue.					
	20 Loans from officers, directors, trustees, and other disqualified persons.					
	21 Mortgages and other notes payable (attach schedule)					
	22 Other liabilities (describe ▶)					
	23 Total liabilities (add lines 17 through 22)			0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here. <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27 Capital stock, trust principal, or current funds					
	28 Paid-in or capital surplus, or land, bldg, and equipment fund.					
	29 Retained earnings, accumulated income, endowment, or other funds			14,483,566.	15,286,632.	
	30 Total net assets or fund balances (see instructions).			14,483,566.	15,286,632.	
	31 Total liabilities and net assets/fund balances (see instructions)			14,483,566.	15,286,632.	

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	14,483,566.
2 Enter amount from Part I, line 27a.	2	803,066.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	15,286,632.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	15,286,632.

Part IV Capital Gains and Losses for Tax on Investment Income

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: inline-block; vertical-align: middle;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>	2	1,320,409.
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	0.

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))
2014	827,796.	18,066,001.	0.045821
2013	695,216.	17,515,219.	0.039692
2012	561,637.	15,251,500.	0.036825
2011	627,003.	14,171,214.	0.044245
2010	647,744.	14,906,186.	0.043455

2 Total of line 1, column (d)	2	0.210038
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	0.042008
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	16,877,079.
5 Multiply line 4 by line 3	5	708,972.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,138.
7 Add lines 5 and 6	7	724,110.
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	942,755.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	15,138.
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	15,138.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	15,138.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	24,040.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	24,040.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	8,902.
11	Enter the amount of line 10 to be Credited to 2016 estimated tax <input type="checkbox"/> 8,902. Refunded <input type="checkbox"/> 11	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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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) <input type="checkbox"/> 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 2015 or the taxable year beginning in 2015 (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

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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).		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).		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X	
Website address N/A		
14 The books are in care of FOUNDATION SOURCE Telephone no 800-839-1754		
Located at 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 19809-1377		
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 2015, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country.		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?		X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?		X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	X	
(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)?		X
(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).		X
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)?		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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015?		X
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).		
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?		X
b If "Yes," did it have excess business holdings in 2015 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 2015).		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2015?		X

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 4945(d)(4)(A)? (see instructions). ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b** ☒ X

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		91,110.	0.	0.

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

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

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

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
ATCH 9		119,790.
Total number of others receiving over \$50,000 for professional services		►

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
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	SELF HELP CREDIT UNION - TO HELP FUND THE PUBLIC CHARTER SCHOOL FACILITIES FINANCING PROGRAM	100,000.
2	CSGF REVOLVING FACILITIES LOAN FUND, LLC - TO DEVELOP A NEW PUBLIC SCHOOL FACILITY AT THE PROPERTY LOCATED AT HOLLY SQUARE IN DENVER COLORADO	100,000.
All other program-related investments See instructions		
3	KIPP ENC PUBLIC SCHOOLS - COVER UP-FRONT LEASING COSTS OF PROPERTY TO BE USED FOR PUBLIC SCHOOL PURPOSES AND RENOVATIONS OF SCHOOL FACILITIES	50,000.
Total. Add lines 1 through 3		250,000.

Form 990-PF (2015)

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	16,833,629.
b	Average of monthly cash balances	1b	300,461.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	17,134,090.
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	
3	Subtract line 2 from line 1d	3	17,134,090.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	257,011.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,877,079.
6	Minimum investment return. Enter 5% of line 5	6	843,854.

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	843,854.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	15,138.
2b	Income tax for 2015 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,138.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	828,716.
4	Recoveries of amounts treated as qualifying distributions	4	39,167.
5	Add lines 3 and 4	5	867,883.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	867,883.

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	692,755.
b	Program-related investments - total from Part IX-B	1b	250,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	942,755.
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	15,138.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	927,617.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				867,883.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			941,735.	
b Total for prior years 20 <u>13</u> , 20 <u>12</u> , 20 <u>11</u>				
3 Excess distributions carryover, if any, to 2015				
a From 2010				
b From 2011				
c From 2012				
d From 2013				
e From 2014				
f Total of lines 3a through e				
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>942,755.</u>				
a Applied to 2014, but not more than line 2a			941,735.	
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2015 distributable amount.				1,020.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2015 . (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				866,863.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2011				
b Excess from 2012				
c Excess from 2013				
d Excess from 2014				
e Excess from 2015				

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 10				
Total			3a	504,000.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments .			14	215.	
4	Dividends and interest from securities			14	255,526.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property. .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	1,320,409.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				1,576,150.	
13	Total. Add line 12, columns (b), (d), and (e)					1,576,150.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

ATTACHMENT 1

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
DOCUMENT REVIEW/DRAFTING	5,350.			5,350.
TOTALS	<u>5,350.</u>			<u>5,350.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT FEE	7,000.			7,000.
TOTALS	<u>7,000.</u>			<u>7,000.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT MANAGEMENT SERVICES	59,790.	59,790.	
STIPEND TO PAST OFFICERS	14,182.		14,182.
TRANSCRIPTION SERVICES	900.		900.
TOTALS	<u>74,872.</u>	<u>59,790.</u>	<u>15,082.</u>

ATTACHMENT 4FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2016	17,400.	
FOREIGN TAX PAID	1,939.	1,939.
TOTALS	<u>19,339.</u>	<u>1,939.</u>

FORM 990-PF - PART IV**CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11959462.		PUBLICLY-TRADED SECURITIES 10639053.					1,320,409.	
TOTAL GAIN (LOSS)							<u>1,320,409.</u>	

ATTACHMENT 5FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	60,000.		60,000.
BANK CHARGES	10.	10.	
FOUNDATION DUES & MEMBERSHIPS	750.		750.
INDEMNIFICATION INSURANCE	1,250.		1,250.
STATE OR LOCAL FILING FEES	15.		15.
TOTALS	62,025.	10.	62,015.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBVIE INC	104,697.	134,354.
ACCENTURE PLC	43,196.	131,790.
AGRIUM INC	20,215.	21,488.
ALPHABET INC CL A	218,166.	333,317.
AMERICAN BEACON FUNDS SM CP VA	1,286,621.	1,296,676.
AMGEN INC	112,908.	121,423.
APPLE INC	108,739.	366,469.
ASTRAZENECA	12,321.	17,061.
AT&T, INC	200,964.	215,478.
AUTOMATIC DATA PROCESSING INC	97,466.	97,534.
BERKSHIRE HATHAWAY INC. CLASS	98,868.	118,135.
BROADCOM LIMITED	95,070.	127,728.
BROWN CAPITAL MANAGEMENT SMALL	1,139,172.	1,318,029.
CELGENE CORP	60,433.	64,364.
CHEVRON CORP	146,564.	166,762.
CHUBB LIMITED	130,570.	145,462.
CINTAS CRP	79,365.	109,872.
CISCO SYSTEMS INC	137,415.	167,229.
COMCAST CORP	185,594.	207,657.
CONAGRA FOODS INC	105,454.	117,411.
CRACKER BARREL OLD COUNTRY STO	18,803.	26,619.
CROWN CASTLE INTL	132,276.	142,913.
CVS CAREMARK CORP	59,379.	181,756.
D R HORTON	59,500.	92,365.
DANAHER CORP	58,669.	87,190.
DEVON ENERGY CORPORATION	85,591.	169,247.
DIAGEO PLC ADS	18,349.	18,784.
DOMTAR LTD	22,442.	19,780.
DOW CHEMICAL PV	121,242.	132,276.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUKE ENERGY CO	90,093.	90,095.
ELI LILLY & CO	18,887.	33,044.
EMERSON ELECTRIC CO	15,969.	17,384.
EXXON MOBIL CORP	184,235.	200,509.
FACEBOOK INC	124,434.	136,966.
FEDERATED MID CAP INDEX FUND	1,855,390.	1,865,975.
FIDELITY NATIONAL INFORMATION	92,960.	110,110.
FIRST REPUBLIC BANK	112,166.	166,003.
FORTIVE CORPORATION	19,854.	35,763.
GEN DYNAMICS CP	86,934.	98,791.
GENERAL ELECTRIC CO	119,862.	129,584.
GENUINE PARTS COMPANY	105,954.	111,663.
GLOBAL PAYMENTS INC	123,591.	159,191.
GOLDMAN SACHS GROUP	64,067.	94,559.
HOME DEPOT INC	168,120.	184,147.
HONEYWELL INTL	111,180.	126,747.
INGERSOL-RAND PLC	89,179.	89,951.
INTEL CORP	99,167.	120,734.
INTERCONTINENTAL EXCHANGE, INC	94,934.	102,091.
INVESCO PLC	67,483.	72,454.
JOHNSON & JOHNSON	177,938.	210,396.
JP MORGAN CHASE	179,014.	194,468.
LEGGETT PLATT INC	20,402.	35,844.
LEIDOS HOLDINGS INC	1,487.	3,993.
LOCKHEED MARTIN CORP	17,098.	33,530.
LYONDELLBASELL INDUSTRIES NV	15,950.	14,200.
MARRIOTT INTERNATIONAL INC. CL	98,628.	110,775.
MARSH AND MCLENNAN COMPANIES I	91,634.	95,899.
MAXIM INTEGRATED PRODS INC	24,220.	32,983.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 6 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MEDTRONIC PLC	160,270.	182,415.
MERCK & CO INC	134,231.	142,408.
MICROCHIP TECHNOLOGY INC	16,282.	28,169.
MICROSOFT CORP	192,037.	232,253.
MOHAWK INDS INC	83,182.	89,793.
MONDELEZ INTERNATIONAL INC	86,575.	87,609.
NIKE INC-CL B	108,605.	104,328.
NORTHROP GRUMMAN CORP	109,945.	121,516.
OPPENHEIMER DEVELOPING MARKETS	500,000.	497,855.
OPPENHEIMER INTL GROWTH FUND Y	1,264,559.	1,367,665.
PEPSICO INC	90,906.	146,568.
PFIZER INC	256,913.	267,160.
PIONEER NAT RES CO	45,607.	44,763.
PNC FINANCIAL GROUP INC	43,001.	142,628.
PPG INDUSTRIES INC	82,324.	83,116.
PRIMECAP ODYSSEY AGGRESSIVE GR	863,482.	874,296.
PROCTER GAMBLE CO	136,260.	149,562.
QUALCOMM INC	73,526.	87,541.
ROSS STORES, INC	107,289.	121,119.
SCHLUMBERGER LTD	41,265.	45,267.
STARBUCKS CORP COM	41,913.	41,554.
SYNCHRONY FINANCIAL	125,777.	131,385.
TEXAS INSTRUMENTS INC	107,051.	145,756.
THE JM SMUCKER COMPANY	128,381.	141,081.
THERMO FISHER SCIENTIFIC INC	100,107.	121,752.
THOMSON REUTERS CORPORATION	12,900.	19,915.
UNION PACIFIC	118,735.	131,163.
UNITED BANKSHARES, INC	18,355.	19,188.
UNITEDHEALTH GROUP INC	131,027.	155,913.

ATTACHMENT 6 (CONT'D)FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
VALERO ENERGY CORP	34,142.	31,716.
VANGUARD 500 INDEX FUND ADM	33,000.	34,852.
VANGUARD FTSE DEVELOPED MARKET	29,358.	25,886.
VERIZON COMMUNICATIONS	115,582.	120,830.
VISA INC	61,279.	233,073.
WALT DISNEY HOLDINGS CO	71,162.	142,446.
WELLS FARGO & CO	59,605.	102,667.
TOTALS	<u>14,815,512.</u>	<u>17,242,226.</u>

ATTACHMENT 7FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRI-CTR FOR CHLDNR & FAMILIES	26,250.	26,250.
PRI-CSGF REVOLVING FACILITIES	100,000.	100,000.
PRI-HOPE ELEMENTARY SCHOOL	15,625.	15,625.
PRI-KIPP ENC PUBLIC SCHOOLS	77,083.	77,083.
PRI-KIPP ENC PUB SCHLS DT 8/16	50,000.	50,000.
PRI-SELF-HELP CREDIT UNION	100,000.	100,000.
TOTALS	<u>368,958.</u>	<u>368,958.</u>

Part VII-B, Line 5c (990-PF) – Expenditure Responsibility

Pursuant to IRC Regulation 53.4945-5(d)(2), Tom Russell Charitable Foundation, Inc. provides the following information for two program related investments:

- | | | |
|-------------|------------------------------------|--|
| (i) | PRI Recipient: | Self Help Credit Union
301 W. Main Street
Durham, NC 27701 |
| (ii) | Date and Amount of PRI | 08/29/2016 \$100,000 |
| (iii) | Purpose of PRI: | To help fund the Public Charter School Facilities Financing Program. |
| (iv) & (vi) | Reports of Amounts Expended | Self Help Credit Union is expected to submit a full and complete financial report of the type ordinarily required by commercial investors under similar circumstances and a statement that it has complied with the terms of the investment in 2017.

This investment remained on the Foundation's books as of 08/31/2016. |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the investment was originally made. |
| (vii) | Verification: | None necessary. |

- | | | |
|-------------|------------------------------------|--|
| (i) | PRI Recipient: | CSGF Revolving Facilities Loan Fund, LLC
10901 West 120th Avenue, Suite 450
Broomfield, Colorado 80021 |
| (ii) | Date and Amount of PRI | 08/29/2016 \$100,000 |
| (iii) | Purpose of PRI: | To develop a new public school facility at the property located at Holly Square in Denver Colorado. |
| (iv) & (vi) | Reports of Amounts Expended | CSGF Revolving Facilities Loan Fund, LLC is expected to submit a full and complete financial report of the type ordinarily required by commercial investors under similar circumstances and a statement that it has complied with the terms of the investment in 2017.

This investment remained on the Foundation's books as of 08/31/2016. |
| (v) | Diversions: | To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the investment was originally made. |
| (vii) | Verification: | None necessary. |

TOM RUSSELL CHARITABLE FOUNDATION, INC.

36-6082517

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 8

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
J KIRBY AIKEN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	PRES / DIR 4.00	29,484.	0.	0.
JOHN L BISHOP FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	VP / DIR 3.00	20,542.	0.	0.
CRAWFORD CRENSHAW FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / TREAS 3.00	20,542.	0.	0.
DAVID S LINDQUIST FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR / SEC 3.00	20,542.	0.	0.
GRAND TOTALS		91,110.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FL FAIRFIELD, CT 06824	ADMINISTRATIVE	60,000.
FIRST AMERICAN BANK 218 W MAIN STREET WEST DUNDEE, IL 60118	INVESTMENT MGT	59,790.
TOTAL COMPENSATION		<u>119,790.</u>

TOM RUSSELL CHARITABLE FOUNDATION, INC

36-6082517

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BEACON THERAPEUTIC SCHOOL INC 1912 W 103RD ST CHICAGO, IL 60643	N/A PC	GENERAL & UNRESTRICTED	10,000
CALVARY CHURCH 9S200 RTE 59 NAPERVILLE, IL 60564	N/A PC	GENERAL & UNRESTRICTED	4,000.
CALVARY CHURCH 9S200 RTE 59 NAPERVILLE, IL 60564	N/A PC	SECURITY SYSTEM UPGRADE	5,000
CENTER FOR CHILDREN AND FAMILIES INC 210 S COCKREL AVE NORMAN, OK 73071	N/A PC	GENERAL & UNRESTRICTED	15,000.
CENTER FOR CHILDREN AND FAMILIES INC 210 S COCKREL AVE NORMAN, OK 73071	N/A PC	NEW BUILDING CAPITAL CAMPAIGN	20,000.
CLEVELAND COUNTY FAMILY YOUNG MENS CHRISTIAN ASSOC 1350 LEXINGTON AVE NORMAN, OK 73069	N/A PC	GENERAL & UNRESTRICTED	20,000

ATTACHMENT 10

TOM RUSSELL CHARITABLE FOUNDATION, INC

36-6082517

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DONKA INCORPORATED 400 N COUNTY FARM RD WHEATON, IL 60187	N/A PC	GENERAL & UNRESTRICTED	36,000
DUKE UNIVERSITY PO BOX 90581 DURHAM, NC 27708	N/A PC	ENGINEERING SCHOOL STUDENT PROJECTS FUND OF THE ENGINEERING ALUMNI COUNCIL	2,500
EMPORIA RESCUE MISSION INC PO BOX 901 EMPORIA, KS 66801	N/A PC	GENERAL & UNRESTRICTED	12,000
ERIE FAMILY HEALTH CENTER INC 1701 W SUPERIOR ST CHICAGO, IL 60622	N/A PC	TO ADD IN-HOUSE PSYCHIATRIC SUPPORT FOR COMPLEX MENTAL HEALTH NEEDS	50,000.
GADS HILL CENTER 1919 W CULLERTON ST CHICAGO, IL 60608	N/A PC	GENERAL & UNRESTRICTED	5,000.
GROWING TOGETHER PRESCHOOL 3301 BOULDER CT RALEIGH, NC 27607	N/A PC	GENERAL & UNRESTRICTED	10,000

TOM RUSSELL CHARITABLE FOUNDATION, INC

36-6082517

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HEARTS AND HANDS FOR HAITI 6612 CREEDMOOR RD RALEIGH, NC 27613	N/A PC	GENERAL & UNRESTRICTED	10,000
HOPE ELEMENTARY SCHOOL 5029 FALLS OF NEUSE RD STE 218 RALEIGH, NC 27609	N/A PC	GENERAL & UNRESTRICTED	5,000
HOPE ELEMENTARY SCHOOL 5029 FALLS OF NEUSE RD STE 218 RALEIGH, NC 27609	N/A PC	READING SPECIALIST PROGRAM	5,000.
HOPE ELEMENTARY SCHOOL 5029 FALLS OF NEUSE RD STE 218 RALEIGH, NC 27609	N/A PC	FULL IMPLEMENTATION OF THE LEADER IN ME PROGRAM AND THE SALARY AND BENEFITS OF A TLIM IMPLEMENTATION SPECIALIST FOR ONE YEAR	15,000.
HOPE FOR TOMORROW INC 479 N LAKE ST AURORA, IL 60506	N/A PC	GENERAL & UNRESTRICTED	10,000
INTER-FAITH FOOD SHUTTLE 1001 BLAIR DR STE 120 RALEIGH, NC 27603	N/A PC	CULINARY JOBS TRAINING PROGRAM	20,000.

TOM RUSSELL CHARITABLE FOUNDATION, INC

36-6082517

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
INTERACT 1012 OBERLIN RD STE 100 RALEIGH, NC 27605	N/A PC	GENERAL & UNRESTRICTED	5,000
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED ST CHICAGO, IL 60614	N/A PC	GENERAL & UNRESTRICTED	5,000
KIPP REACH ACADEMY CHARTER SCHOOL INC 1901 NE 13TH ST OKLAHOMA CITY, OK 73117	N/A PC	GENERAL & UNRESTRICTED	6,500
NORTH CAROLINA STATE UNIVERSITY FOUNDATION INC NCSU BOX 7207 RALEIGH, NC 27695	N/A PC	GENERAL & UNRESTRICTED	2,500
PARTNERSHIP WITH NATIVE AMERICANS 16415 ADDISON RD STE 200 ADDISON, TX 75001	N/A PC	GENERAL & UNRESTRICTED	2,500
PAVE SCHOOLS INC 71 SULLIVAN ST BROOKLYN, NY 11231	N/A PC	SUPPORT THE PURCHASE AND ONGOING OPERATIONS OF A PERMANENT FACILITY FOR PAVE SOUTHEAST RALEIGH	25,000.

TOM RUSSELL CHARITABLE FOUNDATION, INC

36-6082517

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
POSITIVE TOMORROWS INC 1804 N BRAUER AVE OKLAHOMA CITY, OK 73106	N/A PC	GENERAL & UNRESTRICTED	73,000
SAFECHILD 864 W MORGAN ST RALEIGH, NC 27603	N/A PC	GENERAL & UNRESTRICTED	5,000
STEPUP NORTH CAROLINA 301 E WHITAKER MILL RD RALEIGH, NC 27608	N/A PC	CAMPAIGN TO RAISE MONEY FOR STEPUP ON DURHAM AND STEPUP NC TO CONTINUE TO EXPAND AROUND THE STATE	50,000.
STUDENT U 3116 ACADEMY RD DURHAM, NC 27707	N/A PC	W G. PEARSON BUILDING FUND	65,000
THE YOUNG MENS CHRISTIAN ASSOCIATION OF THE TRIANG 801 CORPORATE CENTER DR STE 200 RALEIGH, NC 27607	N/A PC	SOUTHEAST RALEIGH PROMISE, EDUCATION INITIATIVE	5,000
WAKE HEALTH SERVICES INC 1001 ROCK QUARRY RD RALEIGH, NC 27610	N/A PC	GENERAL & UNRESTRICTED	5,000.
TOTAL CONTRIBUTIONS PAID			<u>504,000.</u>