

Form **990-PF**C&E
927**Return of Private Foundation**

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

Department of the Treasury
Internal Revenue Service

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

09/01, 2017, and ending

08/31, 2018

Name of foundation

TOM RUSSELL CHARITABLE FOUNDATION, INC.

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

FOUNDATION SOURCE 501 SILVERSIDE RD

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

WILMINGTON, DE 19809-1377

G Check all that apply

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col (c), line

16) \$ 22,958,296.

J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

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

A Employer identification number

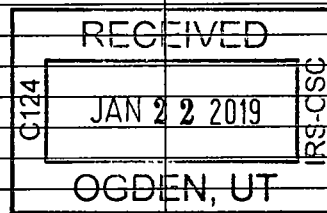
36-6082517

B Telephone number (see instructions)

(800) 839-1754

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)

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 in	1,912.	1,912.		
4	Dividends and interest from securities	267,168.	267,168.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,401,010.			
b	Gross sales price for all assets on line 6a 7,495,145.				
7	Capital gain net income (from Part IV, line 2)		1,401,010.		
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) ATTCH. 1	16,375.	16,375.		
12	Total. Add lines 1 through 11	1,686,465.	1,686,465.		
13	Compensation of officers, directors, trustees, etc.	90,858.			90,858.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATTCH. 2	25,567.			25,567.
b	Accounting fees (attach schedule) ATTCH. 3	7,200.			7,200.
c	Other professional fees (attach schedule) [4]	83,236.	71,472.		11,764.
17	Interest				
18	Taxes (attach schedule) (see instructions) [5]	16,125.	1,725.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	10,649.			10,649.
22	Printing and publications				
23	Other expenses (attach schedule) ATTCH. 6	62,130.	12.		62,118.
24	Total operating and administrative expenses. Add lines 13 through 23.	295,765.	73,209.		208,156.
25	Contributions, gifts, grants paid	501,500.			501,500.
26	Total expenses and disbursements. Add lines 24 and 25	797,265.	73,209.	0.	709,656.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	889,200.			
b	Net investment income (if negative, enter -0-)		1,613,256.		
c	Adjusted net income (if negative, enter -0-)				



39

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		83,714.	144,138.	144,138.
	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 7		15,207,534.	15,975,199.	22,115,839.
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	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 8)		627,208.	698,319.	698,319.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		15,918,456.	16,817,656.	22,958,296.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	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		15,918,456.	16,817,656.	
	30	Total net assets or fund balances (see instructions)		15,918,456.	16,817,656.	
	31	Total liabilities and net assets/fund balances (see instructions)		15,918,456.	16,817,656.	

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	15,918,456.
2	Enter amount from Part I, line 27a	2	889,200.
3	Other increases not included in line 2 (itemize) ▶ ATCH 9	3	10,000.
4	Add lines 1, 2, and 3	4	16,817,656.
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	16,817,656.

Part IV Capital Gains and Losses for Tax on Investment Income(a) List and describe the kind(s) of property sold (for example, 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)**1 a** 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){ If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 }**2**

1,401,010.

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 doesn't 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))
2016	861,166.	18,297,748.	0.047064
2015	927,617.	16,877,079.	0.054963
2014	827,796.	18,066,001.	0.045821
2013	695,216.	17,515,219.	0.039692
2012	561,637.	15,251,500.	0.036825

2 Total of line 1, column (d)**2**

0.224365

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5 0, or by
the number of years the foundation has been in existence if less than 5 years**3**

0.044873

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5**4**

20,979,538.

5 Multiply line 4 by line 3.**5**

941,415.

6 Enter 1% of net investment income (1% of Part I, line 27b).**6**

16,133.

7 Add lines 5 and 6.**7**

957,548.

8 Enter qualifying distributions from Part XII, line 4**8**

959,656.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	16,133.
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	16,133.
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	16,133.
6 Credits/Payments			
a 2017 estimated tax payments and 2016 overpayment credited to 2017	6a	23,104.	
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	23,104.	
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	6,971.	
11 Enter the amount of line 10 to be Credited to 2018 estimated tax <input checked="" type="checkbox"/> 6,971. Refunded <input type="checkbox"/>	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 the 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 checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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 checked="" 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 2017 or the tax year beginning in 2017? See the 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? Website address ▶ N/A	X	
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 ▶ 15 and enter the amount of tax-exempt interest received or accrued during the year ▶		
16 At any time during calendar year 2017, 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>		
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 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017)	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 2017?	4b	X

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

	Yes	No
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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.		
Organizations relying on a current notice regarding disaster assistance, check here	<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		

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 10		90,858.	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 11		131,471.
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 PROVIDE HOMES AND COMMERCIAL LOANS TO LOW INCOME BORROWERS OF COLOR IN THE CHICAGO AREA WHO HAVE FACED BARRIERS IN ACCESSING TRADITIONAL LOANS	250,000.
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		▶ 250,000.

Form **990-PF** (2017)

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	21,123,151.
b	Average of monthly cash balances	1b	175,872.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	21,299,023.
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	21,299,023.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	319,485.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,979,538.
6	Minimum investment return. Enter 5% of line 5	6	1,048,977.

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	1,048,977.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	16,133.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	16,133.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,032,844.
4	Recoveries of amounts treated as qualifying distributions	4	188,889.
5	Add lines 3 and 4	5	1,221,733.
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	1,221,733.

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	709,656.
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	959,656.
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	16,133.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	943,523.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,221,733.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			955,338.	
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015				
e From 2016				
f Total of lines 3a through e				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>959,656.</u>			955,338.	
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				4,318.
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				1,217,415.
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 2012 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015				
d Excess from 2016				
e Excess from 2017				

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 2017, 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	<input checked="" type="checkbox"/> 4942(j)(5)
---	---------------	--

		Prior 3 years				(e) Total
		(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email 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 12				
Total			3a	501,500.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated

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

JSA
7E1492 1 000

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--------------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule

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

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

**Sign
Here**

Signature of officer or trustee

Date: _____

Title

May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name JEFFREY D HASKELL	Preparer's signature JEFFREY D HASKELL	Date 12/05/2018	Check <input type="checkbox"/> if self-employed	PTIN P01345770
Firm's name ▶ FOUNDATION SOURCE			Firm's EIN ▶ 510398347	
Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042			Phone no 800-839-1754	

ATTACHMENT 1FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLASS ACTION LAWSUIT PROCEEDS	16,375.	16,375.
TOTALS	16,375.	16,375.

ATTACHMENT 2FORM 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 GENERAL CONSULTATIONS	1,015. 24,552.			1,015. 24,552.
TOTALS	25,567.			25,567.

ATTACHMENT 3FORM 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 FEES	7,200.			7,200.
TOTALS	<u>7,200.</u>			<u>7,200.</u>

ATTACHMENT 4FORM 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	71,472.	71,472.	
PHILANTHROPIC CONSULTING SRVCS	10,864.		10,864.
TRANSCRIPTION SERVICES	900.		900.
TOTALS	<u>83,236.</u>	<u>71,472.</u>	<u>11,764.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
990-PF ESTIMATED TAX FOR 2018	14,400.	
FOREIGN TAX PAID	1,725.	1,725.
TOTALS	<u>16,125.</u>	<u>1,725.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	60,000.		60,000.
BANK CHARGES	12.	12.	
FOUNDATION DUES & MEMBERSHIPS	750.		750.
INDEMNIFICATION INSURANCE	1,250.		1,250.
OFFICE SUPPLIES	103.		103.
STATE OR LOCAL FILING FEES	15.		15.
TOTALS	62,130.	12.	62,118.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ABBVIE INC	92,904.	177,179.
ACCENTURE PLC	49,651.	193,923.
AIR PRODS & CHEM INC	122,034.	122,057.
ALPHABET INC CL A	208,207.	481,634.
AMAZON COM	186,765.	446,822.
AMERICAN BEACON FUNDS SM CP VA	1,065,613.	1,206,290.
AMERICAN ELECTRIC POWER INC	133,069.	134,350.
AMGEN INC	111,122.	141,665.
ANALOG DEVICES INC	45,927.	47,942.
APPLE INC	56,151.	661,720.
AT&T, INC	102,913.	90,454.
AUTOMATIC DATA PROCESSING INC	66,367.	108,302.
BANK OF AMERICA CORP	167,674.	263,307.
BERKSHIRE HATHAWAY INC. CLASS	137,605.	200,580.
BIOGEN INC	60,016.	61,154.
BP PLC SPONSORED ADR	85,839.	78,599.
BROADCOM INC	83,511.	134,484.
BROWN CAPITAL MANAGEMENT SMALL	1,319,890.	2,035,693.
CHEVRON CORP	132,742.	178,875.
CINTAS CRP	81,369.	199,288.
CISCO SYSTEMS INC	114,218.	209,806.
CITIGROUP INC	94,394.	97,741.
CLEARBRIDGE INTERNATIONAL GROW	770,000.	762,931.
COMCAST CORP	105,604.	133,534.
CRISPR THERAPEUTICS AG	34,301.	29,638.
CROWN CASTLE INTL	98,631.	129,538.
D R HORTON	61,340.	128,367.
DANAHER CORP	59,518.	110,995.
DIAGEO PLC ADS	89,204.	100,515.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DOWDUPONT INC	93,743.	136,613.
DXC TECHNOLOGY COMPANY	90,249.	94,734.
EDITAS MEDICINE INC	35,172.	29,908.
ELI LILLY & CO	82,694.	103,220.
EXELON CORPORATION	113,653.	139,828.
EXXON MOBIL CORP	166,225.	168,197.
FACEBOOK INC	126,085.	191,194.
FEDERATED MID CAP INDEX FUND	1,636,208.	1,765,830.
FIDELITY NATIONAL INFORMATION	94,135.	150,248.
FIRST REPUBLIC BANK	102,088.	188,551.
FORTIVE CORPORATION	45,777.	91,370.
GILEAD SCIENCES INC	57,781.	61,114.
GLOBAL PAYMENTS INC	98,649.	208,921.
GOLDMAN SACHS GROUP	67,053.	132,698.
HOME DEPOT INC	168,412.	275,858.
HONEYWELL INTL	140,856.	215,526.
INTEL CORP	69,074.	111,292.
INTERCONTINENTAL EXCHANGE, INC	95,804.	138,129.
JOHNSON & JOHNSON	129,831.	172,807.
JP MORGAN CHASE	253,335.	436,091.
KELLOGG CO	76,770.	75,595.
LOCKHEED MARTIN CORP	149,985.	147,389.
MARRIOTT INTERNATIONAL INC. CL	100,261.	196,534.
MARSH AND MCLENNAN COMPANIES I	92,241.	120,175.
MEDTRONIC PLC	132,914.	168,525.
MERCK & CO INC	145,330.	160,020.
MICROSOFT CORP	247,429.	531,433.
MONDELEZ INTERNATIONAL INC	86,634.	83,219.
NIKE INC-CL B	107,432.	148,946.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
NORTHROP GRUMMAN CORP	110,891.	171,035.
OPPENHEIMER DEVELOPING MARKETS	503,843.	511,317.
OPPENHEIMER INTL GROWTH FUND Y	25,000.	26,200.
PARKER HANNIFIN CP	105,845.	103,253.
PEAR TREE FOREIGN VALUE FD INS	840,637.	892,589.
PEPSICO INC	90,476.	153,902.
PFIZER INC	79,106.	99,150.
PINNACLE FOODS INC	106,999.	120,287.
PIONEER NAT RES CO	64,231.	60,796.
PNC FINANCIAL GROUP INC	35,478.	150,717.
PRIMECAP ODYSSEY AGGRESSIVE GR	535,898.	846,266.
PROCTER GAMBLE CO	91,864.	95,227.
REPUBLIC SVCS INC	53,347.	59,715.
SCHLUMBERGER LTD	99,608.	82,550.
SCHWAB S P 500 INDEX FUND SELE	1,100,000.	1,127,905.
SPIRIT AEROSYSTEMS HOLDINGS CL	66,249.	70,709.
SUNTRUST BKS INC	46,158.	45,975.
TEXAS INSTRUMENTS INC	71,263.	153,201.
THERMO FISHER SCIENTIFIC INC	106,088.	199,649.
UNION PACIFIC	120,702.	206,952.
UNITEDHEALTH GROUP INC	134,384.	307,924.
VALERO ENERGY CORP	34,306.	67,545.
VERIZON COMMUNICATIONS	122,807.	137,012.
VICTORY SYCAMORE ESTABLISHED V	635,167.	663,375.
VISA INC	51,346.	336,378.
VOYA FINANCIAL INC	76,054.	81,965.
WAL-MART STORES INC	46,662.	63,747.
WALT DISNEY HOLDINGS CO	78,391.	169,150.
TOTALS	<u>15,975,199.</u>	<u>22,115,839.</u>

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PRI CENTER FOR CHILDREN AND FA	2,917.	2,917.
PRI CSGF REVOLVING FACILITIES	100,000.	100,000.
PRI HOPE ELEMENTARY SCHOOL	625.	625.
PRI KIPP ENC PUBLIC SCHOOLS (D	18,056.	18,056.
PRI KIPP ENC PUBLIC SCHOOLS- D	25,000.	25,000.
PRI KIPP ENC PUBLIC SCHOOLS- G	34,721.	34,721.
PRI SELF-HELP CREDIT UNION (DA	267,000.	267,000.
PRI SELF-HELP FEDERAL CREDIT U	250,000.	250,000.
TOTALS	<u>698,319.</u>	<u>698,319.</u>

ATTACHMENT 9FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
RETURNED GRANT	10,000.
TOTAL	<u>10,000.</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)	
7,495,145.		PUBLICLY-TRADED SECURITIES 6,094,135.					1,401,010.	
TOTAL GAIN (LOSS)					<u>1,401,010.</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 four program related investments (PRI):

- | | | | | | | | | |
|-----------------------|------------------------------------|---|-----------------------|----------------|---------|----------|--------|----------|
| (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 submitted 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 for each of its fiscal years indicated below:

<table border="0"><tr><td><u>Date of Report</u></td><td><u>For FYE</u></td></tr><tr><td>7/18/17</td><td>12/31/16</td></tr><tr><td>8/7/18</td><td>12/31/17</td></tr></table>
This investment was removed from the Foundation's books on 10/10/2017, the date Self Help Credit Union paid back this loan. | <u>Date of Report</u> | <u>For FYE</u> | 7/18/17 | 12/31/16 | 8/7/18 | 12/31/17 |
| <u>Date of Report</u> | <u>For FYE</u> | | | | | | | |
| 7/18/17 | 12/31/16 | | | | | | | |
| 8/7/18 | 12/31/17 | | | | | | | |
| (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: | The grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports were made. | | | | | | |

- (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 submitted 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 for each of its fiscal years indicated below:
- | <u>Date of Report</u> | <u>For FYE</u> |
|-----------------------|----------------|
| 11/27/17 | 12/31/16 |
| 11/6/18 | 12/31/17 |
- This investment remained on the Foundation's books as of 08/31/2018.
- (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:** The grantor has no reason to doubt the accuracy or reliability of the reports from the grantee; therefore, no independent verification of the reports were made.

- | | | | | | | |
|-----------------------|------------------------------------|---|-----------------------|----------------|---------|----------|
| (i) | PRI Recipient: | Self Help Credit Union
301 W. Main Street
Durham, NC 27701 | | | | |
| (ii) | Date and Amount of PRI | 08/22/2017 \$267,000 | | | | |
| (iii) | Purpose of PRI: | To provide financing to high-performing public charter schools for the purposes of purchasing, developing, or renovating educational facilities, with an emphasis on financing schools serving predominantly disadvantaged and low-income students and communities. | | | | |
| (iv) & (vi) | Reports of Amounts Expended | Self Help Credit Union submitted 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 for each of its fiscal years indicated below:

<table border="0"><tr><td><u>Date of Report</u></td><td><u>For FYE</u></td></tr><tr><td>6/13/18</td><td>12/31/17</td></tr></table>
This investment remained on the Foundation's books as of 08/31/2018. | <u>Date of Report</u> | <u>For FYE</u> | 6/13/18 | 12/31/17 |
| <u>Date of Report</u> | <u>For FYE</u> | | | | | |
| 6/13/18 | 12/31/17 | | | | | |
| (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: | The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made. | | | | |

- | | | |
|-------------|------------------------------------|--|
| (i) | PRI Recipient: | Self Help Credit Union
301 W. Main Street
Durham, NC 27701 |
| (ii) | Date and Amount of PRI | 08/22/2018 \$250,000 |
| (iii) | Purpose of PRI: | To provide financing to high-performing public charter schools for the purposes of purchasing, developing, or renovating educational facilities, with an emphasis on financing schools serving predominantly disadvantaged and low-income students and communities. |
| (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 2019.

This investment remained on the Foundation's books as of 08/31/2018. |
| (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. |

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J. KIRBY AIKEN FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, SEC 5.00	20,430.	0.	0.
JOHN L BISHOP FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, PRES 5.00	29,568.	0.	0.
CRAWFORD CRENSHAW FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, VP 5.00	20,430.	0.	0.
DAVID S LINDQUIST FOUNDATION SOURCE 501 SILVERSIDE RD WILMINGTON, DE 19809-1377	DIR, TREAS 5.00	20,430.	0.	0.
GRAND TOTALS		90,858.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
FIRST AMERICAN BANK 218 W MAIN STREET WEST DUNDEE, IL 60118	INVESTMENT MGT	71,471.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FL FAIRFIELD, CT 06824	ADMINISTRATIVE	60,000.
	TOTAL COMPENSATION	<u>131,471.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
BRIDGES OF NORMAN INC 1670 STUBBEMAN AVE NORMAN, OK 73069	N/A PC		GENERAL & UNRESTRICTED	10,000
CALVARY CHURCH 95200 RTE 59 NAPERVILLE, IL 60564	N/A PC		GENERAL & UNRESTRICTED	5,000.
CANEY CREEK COMMUNITY CENTER - ALICE LLOYD COLLEGE 100 PURPOSE RD PIPPA PASSES, KY 41844	N/A PC		THE BUCHANAN SCHOOL FOR EARLY CHILDHOOD EDUCATION	2,500.
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
DONKA INCORPORATED 400 N COUNTY FARM RD WHEATON, IL 60187	N/A PC		GENERAL & UNRESTRICTED	50,000

ATTACHMENT 12

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

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOROTHEA DIX PARK CONSERVANCY 2619 WESTERN BLVD RALEIGH, NC 27606	N/A PC		SUPPORT OF THE MASTER PLAN AND ITS IMPLEMENTATION	2,500
DUKE UNIVERSITY PO BOX 90581 DURHAM, NC 27708	N/A PC		PRATT SCHOOL OF ENGINEERING ALUMNI COUNCIL FUND FOR STUDENT PROJECTS	2,000
EAST DURHAM CHILDRENS INITIATIVE 2101 ANGIER AVE 3RD FL DURHAM, NC 27703	N/A PC		GENERAL & UNRESTRICTED	2,500
EMPORIA RESCUE MISSION INC PO BOX 901 EMPORIA, KS 66801	N/A PC		GENERAL & UNRESTRICTED	12,500
ERIE FAMILY HEALTH CENTER INC 1701 W SUPERIOR ST CHICAGO, IL 60622	N/A PC		TO SUPPORT THE TEEN PREGNANCY PREVENTION (TPP) PROGRAM	50,000
FRIENDSHIP HOUSE PARTNERS USA 2309 W LAKEWOOD BLVD HOLLAND, MI 49424	N/A PC		STARTING NEW FRIENDSHIP HOUSES PROGRAM	2,500

ATTACHMENT 12 (CONT'D)

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
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.
HAVEN HOUSE INC 600 W CABARRUS ST RALEIGH, NC 27603	N/A PC		GENERAL & UNRESTRICTED	5,000
INTER-FAITH FOOD SHUTTLE 1001 BLAIR DR RALEIGH, NC 27603	N/A PC		BACKPACK BUDDIES PROGRAM	10,000
JUVENILE PROTECTIVE ASSOCIATION 1707 N HALSTED ST CHICAGO, IL 60614	N/A PC		GENERAL & UNRESTRICTED	5,000
KIPP ENC PUBLIC SCHOOLS 320 PLEASANT HILL RD GASTON, NC 27832	N/A PC		GENERAL & UNRESTRICTED	500

ATTACHMENT 12 (CONT'D)

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

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIPP ENC PUBLIC SCHOOLS 320 PLEASANT HILL RD GASTON, NC 27832		N/A PC		TO SUPPORT THE ESTABLISHMENT OF A KIPP ENC SCHOOL IN GREATER RALEIGH	26,000.
KIPP REACH ACADEMY CHARTER SCHOOL INC 1901 NE 13TH ST OKLAHOMA CITY, OK 73117		N/A PC		GENERAL & UNRESTRICTED	10,000
KIPP REACH ACADEMY CHARTER SCHOOL INC 1901 NE 13TH ST OKLAHOMA CITY, OK 73117		N/A PC		TO SUPPORT THE KIPP THROUGH COLLEGE PROGRAM	50,000
LATINO EDUCATIONAL ACHIEVEMENT PARTNERSHIP 1737 HILLDALE RD DURHAM, NC 27705		N/A PC		GENERAL & UNRESTRICTED	5,000
LEADERSHIP OKLAHOMA INC 5500 N WESTERN AVE STE 142 OKLAHOMA CITY, OK 73118		N/A PC		GENERAL & UNRESTRICTED	10,000
LEELANAU CONSERVANCY PO BOX 1007 LELAND, MI 49654		N/A PC		IN SUPPORT OF EDUCATIONAL PROGRAMS	1,000

ATTACHMENT 12 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
NORTH CAROLINA STATE UNIVERSITY FOUNDATION INC NCSU BOX 7207 RALEIGH, NC 27695	N/A PC		FRIENDS OF THE LIBRARY AT NCSU FOR PROGRAMS TO HELP THE NCUS LIBRARIES ENGAGE THE RALEIGH COMMUNITY	2,000
POSITIVE TOMORROWS INC 1804 BAUER OKLAHOMA CITY, OK 73106	N/A PC		GENERAL & UNRESTRICTED	17,500
POSITIVE TOMORROWS INC 1804 BAUER OKLAHOMA CITY, OK 73106	N/A PC		TRANSITION SERVICES FOR STUDENTS WHO ARE ENROLLING IN A NEW SCHOOL	50,000
RESURRECTION PROJECT 1818 S PAULINA ST CHICAGO, IL 60608	N/A PC		GENERAL & UNRESTRICTED	15,000
SAFECHILD 864 W MORGAN ST RALEIGH, NC 27603	N/A PC		GENERAL & UNRESTRICTED	5,000
STEPUP NORTH CAROLINA 1701 OBERLIN RD RALEIGH, NC 27608	N/A PC		STEPUP DURHAM DIVISION	20,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
STEPUP NORTH CAROLINA 1701 OBERLIN RD RALEIGH, NC 27608	N/A PC		STEPUP DURHAM PROGRAM	10,000.
STUDENT U 600 E UMSTEAD ST DURHAM, NC 27701	N/A PC		GENERAL & UNRESTRICTED	10,000
STUDENT U 600 E UMSTEAD ST DURHAM, NC 27701	N/A PC		TO SUPPORT THE LAUNCH OF THE NEW MONEY MATTERS PROGRAM	50,000
TRIANGLE LITERACY COUNCIL INC PO BOX 12036 DURHAM, NC 27709	N/A PC		PROJECT LIFT PROGRAM	5,000
TOTAL CONTRIBUTIONS PAID				<u>501,500</u>

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUEATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
CLASS ACTION LAWSUIT PROCEEDS			01	16,375.	
TOTALS				<u>16,375.</u>	