

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

Department of the Treasury
Internal Revenue Service

Note: The organization may be able to use a copy of this return to satisfy state reporting requirements

2002

For calendar year **2002**, or tax year beginning , **2002**, and ending , **20**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of organization THE RUSSELL FAMILY FOUNDATION		A Employer identification number 91-1663336
	Number and street (or PO box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (206) 568-4949
	City or town, state, and ZIP code GIG HARBOR, WA 98335		C If exemption application is pending, check here <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			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 99,348,092		J Accounting method: <input type="checkbox"/> Cash <input checked="" 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"/>

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 page 10 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B	124,326		N/A	
	2 Distributions from split-interest trusts				
	3 Interest on savings and temporary cash investments	14,726	14,693		STATEMENT 2
	4 Dividends and interest from securities	2,622,971	2,622,971		STATEMENT 3
	5a Gross rents				
	b (Net rental income or (loss) _____)				
	6a Net gain or (loss) from sale of assets not on line 10	(8,898,313)			STATEMENT 1
	b Gross sales price for all assets on line 6a 42,200,362				
	7 Capital gain net income (from Part IV, line 2)				
	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)	(25,273)	(25,273)		STATEMENT 4	
12 Total. Add lines 1 through 11	(6,161,563)	2,612,391			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	241,814	0		241,814
	14 Other employee salaries and wages	174,647	0		174,647
	15 Pension plans, employee benefits	49,209	0		49,209
	16a Legal fees (attach schedule) STMT 5	17,512	0		17,512
	b Accounting fees (attach schedule) STMT 6	119,180	0		119,180
	c Other professional fees (attach schedule) STMT 7	695,217	517,858		177,359
	17 Interest	17,621	17,621		0
	18 Taxes (attach schedule) (see page 13 of the instructions) STMT 8	89,286	20,805		23,858
	19 Depreciation (attach schedule) and depletion	35,272	0		
	20 Occupancy	54,379	0		54,379
	21 Travel, conferences, and meetings	69,865	0		69,865
	22 Printing and publications	5,607	0		5,607
	23 Other expenses (attach schedule) STMT 9	272,531	121,407		151,124
	24 Total operating and administrative expenses. Add lines 13 through 23	1,842,140	677,691		1,084,554
	25 Contributions, gifts, grants paid	3,694,035			4,458,239
26 Total expenses and disbursements. Add lines 24 and 25	5,536,175	677,691		5,542,793	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(11,697,738)				
b Net investment income (if negative, enter -0-)		1,934,700			
c Adjusted net income (if negative, enter -0-)				N/A	

2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		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		822,894.	178,253.	178,253.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶		15,291.		
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,233.		
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock	STMT 11	114,321,852.	94,950,472.	94,950,472.
	c	Investments - corporate bonds				
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other	STMT 12	5,862,646.	4,067,075.	4,067,075.	
14	Land, buildings, and equipment basis ▶	240,405.				
	Less: accumulated depreciation	STMT 13 ▶	88,113.	160,012.	152,292.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		121,183,928.	99,348,092.	99,348,092.	
Liabilities	17	Accounts payable and accrued expenses		152,308.	108,576.	
	18	Grants payable		2,019,568.	1,255,364.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)	STATEMENT 14)	20,486.	26,529.	
23	Total liabilities (add lines 17 through 22)		2,192,362.	1,390,469.		
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31					
	24	Unrestricted		118,991,566.	97,957,623.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Organizations that do not follow SFAS 117, check here ▶ <input 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					
30	Total net assets or fund balances		118,991,566.	97,957,623.		
31	Total liabilities and net assets/fund balances		121,183,928.	99,348,092.		

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	118,991,566.
2	Enter amount from Part I, line 27a	2	<11,697,738.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	1,074,093.
	Add lines 1, 2, and 3	4	108,367,921.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	10,410,298.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	97,957,623.

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.)
SEE ATTACHED STATEMENTS			

(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)
e 42,200,362.		50,220,556.	<8,898,313.>

(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))
			<8,898,313.>

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	<8,898,313.>
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) If (loss), enter -0- in Part I, line 8	3	N/A

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 organization liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the organization does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see 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))
2001	6,119,347.	122,367,211.	.0500081
2000	5,201,860.	135,819,635.	.0382998
1999	4,814,262.	133,843,386.	.0359694
1998	723,894.	49,418,700.	.0146482
1997	731,183.	568,345.	1.2865126

2 Total of line 1, column (d)	2	1.4254381
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	.2850876
4 Enter the net value of noncharitable use assets for 2002 from Part X, line 5	4	108,429,503.
5 Multiply line 4 by line 3	5	30,911,907.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	19,347.
7 Add lines 5 and 6	7	30,931,254.
8 Enter qualifying distributions from Part XII, line 4	8	5,542,793.

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 letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic organizations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	38,694.
c	All other domestic organizations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	2	0.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0)	3	38,694.
3	Add lines 1 and 2	4	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	5	38,694.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments		
6a	2002 estimated tax payments and 2001 overpayment credited to 2002	6a	52,964.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	52,964.
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	14,270.
11	Enter the amount of line 10 to be credited to 2003 estimated tax	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
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 organization in connection with the activities		
1c		X
d		
(1) On the organization $\$$ 0. (2) On organization managers $\$$ 0.		
e		
Enter the reimbursement (if any) paid by the organization during the year for political expenditure tax imposed on organization managers $\$$ 0.		
2		X
If "Yes," attach a detailed description of the activities		
3		X
If "Yes," attach a conformed copy of the changes		
4a		X
4b		
N/A		
5		X
If "Yes," attach the statement required by General Instruction T		
6	X	
7	X	
If "Yes," complete Part II, col (c), and Part XV		
8a		
WASHINGTON		
8b	X	
9		X
10		X
11	X	
Web site address \blacktriangleright TRFF.ORG		
12		
The books are in care of \blacktriangleright SUNSHINE MANAGEMENT SERVICES Telephone no \blacktriangleright 253-851-4300		
Located at \blacktriangleright PO BOX 2358, GIG HARBOR, WA ZIP+4 \blacktriangleright 98335		
13		
Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year \blacktriangleright 13 N/A		

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

1a During the year did the organization (either directly or indirectly)

- (1) Engage in the sale or exchange, or leasing of property with a disqualified person?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the organization agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)

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 page 19 of the instructions)?

Organizations relying on a current notice regarding disaster assistance check here

c Did the organization 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 2002?

2 Taxes on failure to distribute income (section 4942) (does not apply for years the organization was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2002, did the organization have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2002?
If "Yes," list the years

b Are there any years listed in 2a for which the organization 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 organization hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?

b If "Yes," did it have excess business holdings in 2002 as a result of (1) any purchase by the organization 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 organization had excess business holdings in 2002)

4a Did the organization invest during the year any amount in a manner that would jeopardize its charitable purposes?

b Did the organization 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 2002?

5a During the year did the organization pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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

c If the answer is "Yes" to question 5a(4), does the organization claim exemption from the tax because it maintained expenditure responsibility for the grant?

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

6a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If you answered "Yes" to 6b, also file Form 8870

Table with 3 columns: Question ID, Yes, No. Rows include 1a, 1b, 1c, 2a, 2b, 3a, 3b, 4a, 4b, 5a, 5b, 6a, 6b.

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE		241,814.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1) 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
NANCY MCKAY PO BOX 2567 GIG HARBOR, WA 98335	ENVIRONMENTAL 40 HOURS/WEEK	PROG. MGR 68,608.	0.	0.

Total number of other employees paid over \$50,000 ▶ 0

3 Five highest-paid independent contractors for professional services If none, enter "NONE"

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE ATTACHED SCHEDULE		974,480.

Total number of others receiving over \$50,000 for professional services ▶ 0

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
N/A	
All other program-related investments See instructions	
Total Add lines 1 through 3	0.

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	109,316,612.
b Average of monthly cash balances	1b	602,918.
c Fair market value of all other assets	1c	161,184.
d Total (add lines 1a, b, and c)	1d	110,080,714.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	110,080,714.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,651,211.
5 Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	108,429,503.
6 Minimum investment return Enter 5% of line 5	6	5,421,475.

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	5,421,475.
2a Tax on investment income for 2002 from Part VI, line 5	2a	38,694.
b Income tax for 2002 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	38,694.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	5,382,781.
4a Recoveries of amounts treated as qualifying distributions	4a	0.
b Income distributions from section 4947(a)(2) trusts	4b	0.
c Add lines 4a and 4b	4c	0.
5 Add lines 3 and 4c	5	5,382,781.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	5,382,781.

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	5,542,793.
b Program related investments - Total from Part IX-B	1b	0.
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	5,542,793.
5 Organizations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6 Adjusted qualifying distributions Subtract line 5 from line 4	6	5,542,793.

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 2001	(c) 2001	(d) 2002
1 Distributable amount for 2002 from Part XI, line 7				5,382,781.
2 Undistributed income if any as of the end of 2001				
a Enter amount for 2001 only			305,432.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2002				
a From 1997				
b From 1998				
c From 1999				
d From 2000				
e From 2001				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2002 from Part XII, line 4 ▶ \$ 5,542,793.				
a Applied to 2001, but not more than line 2a			305,432.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2002 distributable amount				5,237,361.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2002 (If an amount appears in column (d) the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2001 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2002 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2003				145,420.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(p)(3)	0.			
8 Excess distributions carryover from 1997 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2003 Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 1998				
b Excess from 1999				
c Excess from 2000				
d Excess from 2001				
e Excess from 2002				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2002, enter the date of the ruling ▶
 b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year		Prior 3 years		(e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
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 organization had \$5,000 or more in assets at any time during the year-see page 25 of the 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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**
 Check here if the organization only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the organization makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
GRANTS MANAGER

b The form in which applications should be submitted and information and materials they should include
ONE PAGE LETTER OF INQUIRY TO INCLUDE MISSION AND PROJECT DEFINITION

c Any submission deadlines
SEE WEBSITE FOR GRANT CYCLE DEADLINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
THE FOUNDATION FOCUSES PRIMARILY ON THE AREAS OF ENVIRONMENT AND EDUCATION IN PIERCE COUNTY.

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 SEE ATTACHED SCHEDULES				4458239.
Total				▶ 3a 4458239.
b Approved for future payment SEE ATTACHED SCHEDULES				770,000.
Total				▶ 3b 770,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

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

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

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) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
a Transfers from the reporting organization to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other Transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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 organization. If the organization 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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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
	N/A	

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 or fiduciary) if preparer is not the taxpayer or fiduciary.

Signature of officer or trustee: *[Signature]*

Sign Here

Paid Preparer's Use Only	Preparer's signature: <i>[Signature]</i>
	Firm's name (or yours if self-employed), address and ZIP code: CLARK NUBER P.S. 10900 NE 4th ST, #17

Schedule of Appropriations and Payments

12/31/2002

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
1000 Friends of Washington 1617 Boylston Avenue, Suite 200 Seattle, WA 98122 <i>Support to Reduce Sprawl Development in Puget Sound Watersheds With An Emphasis on Pierce County</i> \$ 40,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
The Friends of Simon Fraser University Time Centre Simon Fraser University 7472 - 515 West Hastings Street Vancouver, BC V6B 5K3 <i>Pacific Salmon Summit</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Alliance for Education 509 Olive Way #220 Seattle, WA 98101-1726 <i>Team Read Fund</i> \$ 6,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$6,000 00	\$0 00	\$6,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
<p>Amyotrophic Lateral Sclerosis Association WA <i>General Operatings Support in Memory of Ross Anderson</i> \$ 10,000 00 2002</p>	<p>501 (c) (3) Public Charity</p>	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
<p>American Farmland Trust Pacific Northwest Regional Office 301 2nd Ave NE, Suite B Puyallup, WA 98372 <i>Understanding PACE</i> \$ 42,000 00 2002</p>	<p>501 (c) (3) Public Charity</p>	\$0 00	\$42,000 00	\$0 00	\$42,000 00	\$0 00
<p>American Leadership Forum 1019 Pacific Avenue, Suite 819 Tacoma, WA 98402 <i>Re-start American Leadership Forum program in Pierce County</i> \$ 100,000 00 2001</p>	<p>501 (c) (3) Public Charity</p>	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
<p>American Leadership Forum 1019 Pacific Avenue, Suite 819 Tacoma, WA 98402 <i>ALF Class X in 2003-2004</i> \$ 25,000 00 2002</p>	<p>501 (c) (3) Public Charity</p>	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
American Red Cross Tacoma-Pierce County Chapter 1235 South Tacoma Way Tacoma, WA 98409-8048 2002 Annual Fund \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
American Rivers Northwest Regional Office 150 Nickerson Street Suite 311 Seattle, WA 98109 Campaign to Protect and Restore Puget Sound Rivers \$ 40,000.00 2002	501 (c) (3) Public Charity	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Americans for Oxford, Inc University of Oxford North American Offices 198 Madison Avenue, 13th Floor New York, NY 10016 General Operating Support recommended for the Chinese Painting Post Endowment at the Ashmolean Museum \$ 120,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$120,000 00	\$0 00	\$120,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
The Tides Center 1305 Fourth Avenue Suite 606 Seattle, WA 98101 <i>Ecological Economics Project and the Spot Prawn Project</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Associated Ministries of Tacoma/Pierce County 1224 South I Street Tacoma, WA 98405 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Audubon Washington PO Box 462 Olympia, WA 98507-0462 <i>Watershed Perspectives Planning and Education</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Bellarmine Preparatory School 2300 South Washington Tacoma, WA 98405 <i>The Foss/Bellarmine High School Environmental Project Fund</i> \$ 21,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$21,000 00	\$0 00	\$7,000 00	\$14,000 00
Bellarmine Preparatory School 2300 South Washington Tacoma, WA 98405 <i>Annual Fund 2001-2002</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
BoardSource 1828 L Street, NW Suite 900 Washington, DC 20036-5114 <i>General Operating Support for 2002</i> \$ 60,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$60,000 00	\$0 00	\$60,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Boys & Girls Clubs of South Puget Sound 1501 Pacific Avenue Suite 301 Tacoma, WA 98402-3313 <i>Capital Campaign - Campaign for Kids Technology Plan</i> \$ 100,000 00 2001	501 (c) (3) Public Charity	\$50,000 00	\$0 00	\$0 00	\$25,000 00	\$25,000 00
Broadway Center for the Performing Arts 901 Broadway Tacoma, WA 98402 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
The Business Humanitarian Forum USA Inc Suite 313 301 G Street, SW Washington, DC 20024 <i>General Operating Support</i> \$ 25,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Charities Aid Foundation America c/o Nancy Bikson Joste King Street Station 1800 Diagonal Road, Suite 150 Alexandria, VA 22314-2840 <i>Prince of Wales Business Leaders Forum</i> \$ 90,000 00 2000	501 (c) (3) Public Charity	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00
Cascadia Region Green Building Council 721 Northwest 9th Avenue, Suite 300 Portland, OR 97209 <i>Two Year Funding to Create Institutional Capacity</i> \$ 75,000 00 2002	ER GRANT	\$0 00	\$75,000 00	\$0 00	\$60,000 00	\$15,000 00
Catholic Community Services of King County 100 - 23rd Avenue South Seattle, WA 98144-2302 <i>Youth Tutoring Program</i> \$ 25,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
The Center for Environmental Law & Polley 2400 North 45th Street, Suite 101 Seattle, WA 98103-6973 <i>General Operating Support</i> \$ 25,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
The Center for Watershed and Community Health 130 Hendricks Hall 5247 University of Oregon Eugene, OR 97403-5247 <i>Puget Sound Business and Water Sustainability Project</i> \$ 25,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Chapel Hill Presbyterian Church 7700 Skansie Avenue Gig Harbor, WA 98335 <i>General operating support</i> \$ 500,000 00 2001	501 (c) (3) Public Charity	\$300,000 00	\$0 00	\$0 00	\$100,000 00	\$200,000 00
Children's Museum of Tacoma 936 Broadway Tacoma, WA 98402 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Citizens for a Healthy Bay 917 Pacific Avenue Suite 406 Tacoma, WA 98402 <i>General Operating Support</i> \$ 40,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Coalition of Essential Schools Northwest C/o School of Education University of Puget Sound 1500 North Warner Tacoma, WA 98416-1051 <i>Year Two Sponsor a School Program for Kopachuck Middle School</i> \$ 18,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$18,000 00	\$0 00	\$18,000 00	\$0 00
University of Washington University of Washington Box 355020 Seattle, WA 98195-5020 <i>General Operating Support</i> \$ 23,700 00 2002	Governmental Agency	\$0 00	\$23,700 00	\$0 00	\$23,700 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Corporate Council for the Arts PO Box 19780 Seattle, WA 98109 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Council for a Community of Democracies 1801 F Street NW, Suite 308 Washington, DC 20006 <i>General Operating Support</i> \$ 25,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00
Council on Foundations P O Box 0021 Washington, DC 20055 <i>2002 Membership Dues for General Operating Support</i> \$ 15,011 73 2002	501 (c) (3) Public Charity	\$0 00	\$15,011 73	\$0 00	\$15,011 73	\$0 00
Greater Tacoma Community Foundation 1019 Pacific Avenue, Suite 1016 Tacoma, WA 98402 <i>Arts Impact (formerly Pierce County Arts Education Partnership)</i> \$ 20,000 00 2002		\$0 00	\$10,000 00	\$10,000 00	\$20,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Discovery Elementary School 4905 Rosedale Street Gig Harbor, WA 98335 <i>The Kid's Gig</i> \$ 5,000 00 2002		\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Earthbound Productions PO Box 7192 Olympia, WA 98507 <i>Financial Review and Planning</i> \$ 5,000 00 2002		\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
EarthCorps 7400 Sand Point Way NE Building 30 Seattle, WA 98115 <i>Outreach Program Expansion Youth & Community-Based Environmental Restoration</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Institute for East West Studies, Inc. 700 Broadway, 2nd Floor New York, NY 10003 <i>Recognition Dinner, April 16th 2002</i> \$ 25,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Institute for East West Studies, Inc. 700 Broadway, 2nd Floor New York, NY 10003 <i>2002 General Operating Support</i> \$ 100,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$100,000 00	\$0 00	\$100,000 00	\$0 00
Institute for East West Studies, Inc. 700 Broadway, 2nd Floor New York, NY 10003 <i>2002 General Operating Support</i> \$ 500,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$500,000 00	\$0 00	\$500,000 00	\$0.00
Ecotrust 721 NW Ninth Avenue Suite 200 Portland, OR 97209 <i>Section "Z" Newspaper Insert</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Educational Service District 113 601 McPhee Road SW Olympia, WA 98502-5080 <i>Chehalis Basin Education Consortium</i> \$ 26,200 00 2002	Governmental Agency	\$0 00	\$26,200 00	\$0 00	\$26,200 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Environmental Education Association of Washington PO Box 4122 Bellingham, WA 98227 <i>Document the Status of Environmental Education in Washington</i> \$ 15,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Environmental Grantmakers Association 437 Madison Avenue, 37th Floor New York, NY 10022 <i>2002 Dues</i> \$ 1,052 00 2002	501 (c) (3) Public Charity	\$0 00	\$1,052 00	\$0 00	\$1,052 00	\$0 00
The Tides Center 1932 First Avenue, Suite 718 Seattle, WA 98101 <i>General Operating Support Environmental Issue Media Campaigns and Conservation Group Communications Capacity Building</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Environmental Works 402 - 15th Avenue East Seattle, WA 98112-4599 <i>Sustaining Affordable Communities Initiative</i> \$ 35,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
Falth In Practice 7737 Southwest Freeway, Suite 910 Houston, TX 77074-1806 <i>General Operating Support 2002</i> \$ 500 00 2002	501 (c) (3) Public Charity	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Friends of the Hylebos Wetlands PO Box 24971 Federal Way, WA 98093 <i>The Brooklake Project</i> \$ 13,900 00 2002	501 (c) (3) Public Charity	\$0 00	\$13,900 00	\$0 00	\$13,900 00	\$0 00
Friends of the San Juans PO Box 1344 Friday Harbor, WA 98250 <i>Shared Waters Protection Campaign</i> \$ 30,000 00 2002		\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Global Partnerships 801 Second Avenue #1300 Seattle, WA 98104 <i>PRODEC Microcredit Loans Program</i> \$ 5,000 00 2002	501 (c) (3) <i>ER GRANT</i> Private Foundation	\$ 0 00	\$5,000 00	\$ 0 00	\$5,000 00	\$ 0 00
Great Peninsula Conservancy 3721 Kitsap Way #5 Bremerton, WA 98312 <i>Full Time Project Coordinator Salary</i> \$ 60,000 00 2002	501 (c) (3) Public Charity	\$ 0 00	\$60,000 00	\$ 0 00	\$45,000 00	\$15,000 00
Great Peninsula Conservancy 3721 Kitsap Way #5 Bremerton, WA 98312 <i>General Operating Support for organizational capacity building for perpetual land conservation</i> \$ 120,000 00 2000	501 (c) (3) Public Charity	\$60,000 00	\$ 0 00	\$ 0 00	\$60,000 00	\$ 0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Hérons Forever 4715 1/2 - 36th Avenue SW Seattle, WA 98126-2715 <i>Capacity Building, Public Education, and Community Outreach and Legal and Technical Expertise</i> \$ 10,000 00 2002	ER GRANT	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Hillcrest Chapel 1400 Larrabee Street Bellingham, WA 98225 <i>Sri Lanka Orphanage Community Concern Society</i> \$ 180,000 00 1999	501 (c) (3) Public Charity	\$72,000 00	\$0 00	\$0 00	\$36,000 00	\$36,000 00
Hilltop Artists in Residence PO Box 6829 Tacoma, WA 98406 <i>General Operating Support 2002</i> \$ 1,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
IslandWood 1601 Second Avenue, Suite 615 Seattle, WA 98101 <i>Capital Campaign to build the Puget Sound Environmental Learning Center</i> \$ 300,000 00 2000	501 (c) (3) Public Charity	\$50,000 00	\$0 00	\$0 00	\$50,000 00	\$0 00
The Executive Council for the Job Carr Cabin Museum PO Box 7609 Tacoma, WA 98406 <i>General Operating Support</i> \$ 2,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
KCTS Association 401 Mercer Street Seattle, WA 98109 <i>Russia At The Crossroads</i> \$ 76,125 00 2002	501 (c) (3) Public Charity	\$0 00	\$76,125 00	\$0 00	\$76,125 00	\$0 00
Pacific Lutheran University, Inc. Pacific Lutheran University Tacoma, WA 98447-0003 <i>General Operating Support 2002</i> \$ 1,500 00 2002	501 (c) (3) Public Charity	\$0 00	\$1,500 00	\$0 00	\$1,500 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Lighthouse Christian School 3008 36th Street NW Gig Harbor, WA 98335 <i>2001-2002 Annual Fund, Financial Assistance and Endowment</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Marine Conservation Biology Institute 15806 NE 47th Court Redmond, WA 98052-5208 <i>Designing Marine Reserves Natal Habitats, Dispersal, and Recruitment in Copper and Quillback Rockfish</i> \$ 45,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$45,000 00	\$0 00	\$45,000 00	\$0 00
Marine Stewardship Council 2110 North Pacific Street, Suite 102 Seattle, WA 98103 <i>Summer Internship to Develop a Plan for the Collection and Analysis of Economic Impact Data</i> \$ 5,000 00 2002		\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
The Mary E. Theler Organization 22871 NE State Route 3 PO Box 1445 Belfair, WA 98528 <i>Coordinating Opportunities in the Hood Canal Watershed</i> \$ 40,000 00 2002	501 (c) (3) <i>ER GRANT</i> Private Foundation	\$ 0 00	\$40,000 00	\$ 0 00	\$40,000 00	\$ 0 00
Massachusetts General Hospital Development Office 100 Charles River Plaza, Suite 600 Boston, MA 02114 <i>Sue's Fund</i> \$ 5,000 00 2002		\$ 0 00	\$5,000 00	\$ 0 00	\$5,000 00	\$ 0 00
National Academy of Sciences 2001 Wisconsin Avenue, NW Room GR 406 Washington, DC 20007 <i>Scientific Aspects of an International Storage and Disposal Site for High-Level Radioactive Material in Russia</i> \$ 140,000 00 2002		\$ 0 00	\$140,000 00	\$ 0 00	\$140,000 00	\$ 0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
National Bureau of Asian Research 4518 University Way NE Suite 300 Seattle, WA 98105 <i>March 2002 Board Meeting Expenses</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
National Bureau of Asian Research 4518 University Way NE Suite 300 Seattle, WA 98105 <i>Recruitment and Upgrading of Senior Staff</i> \$ 80,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$80,000 00	\$0 00	\$80,000 00	\$0 00
National Bureau of Asian Research 4518 University Way NE Suite 300 Seattle, WA 98105 <i>Russia-WTO Email Discussion Forum</i> \$ 53,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$53,000 00	\$0 00	\$53,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
National Bureau of Asian Research 4518 University Way NE Suite 300 Seattle, WA 98105 <i>Building Project Feasability Study</i> \$ 35,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00
National Bureau of Asian Research 4518 University Way NE Suite 300 Seattle, WA 98105 <i>Joe Ulatoski Project</i> \$ 75,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$75,000 00	\$0 00	\$20,000 00	\$55,000 00
N.C. State Engineering Foundation, Inc. Campus Box 7901 Raleigh, NC 27695-7901 <i>Nuclear Waste Transmutation Fund</i> \$ 28,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$28,000 00	\$0 00	\$28,000 00	\$0 00
Audubon Nature Center at Nisqually Reach 4949 D'Milluhr Drive NE Olympia, WA 98597 <i>General Operating Support</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Nonprofit Center 1501 Pacific Avenue, Suite 320 Tacoma, WA 98402 <i>All About Boards Conference - November 8, 2002</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
North Cascades Institute 810 State Route 20 Sedro-Woolley, WA 98284-1239 <i>Develop New Environmental Education Programs and Complete the Construction of the North Cascades Environmental Learning Center</i> \$ 30,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
Northwest Designer Craftsmen Association PO Box 31611 Seattle, WA 98103 <i>Living Treasures Project to Support a Video Documentary about Anne Gould Hauberg's Life</i> \$ 1,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Northwest Environment Watch 1402 Third Avenue, Suite 500 Seattle, WA 98101-2118 <i>Creation and launch of a new regional index of sustainability</i> \$ 300,000 00 2000	501 (c) (3) Public Charity	\$100,000 00	\$0 00	\$0 00	\$100,000 00	\$0 00
Northwest Sinfonietta PO Box 1154 Tacoma, WA 98401-1154 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Tides Center 2021 3rd Ave Seattle, WA 98121 <i>General Operating Support</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Yosemite National Institutes 111 Barnes Point Road Port Angeles, WA 98363 <i>General Operating Support</i> \$ 550 00 2002	501 (c) (3) Public Charity	\$0 00	\$550 00	\$0 00	\$550 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Pacific Lutheran University Office of Development Tacoma, WA 98447-0003 <i>Collaborative Campus Effort on Sustainability With a Water Focus</i> \$ 40,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Pacific Peaks Girl Scout Council 5326 Littlerock Rd SW Tumwater, WA 98512-7394 <i>Girl Scout Center</i> \$ 125,000 00 2001	501 (c) (3) Public Charity	\$75,000 00	\$0 00	\$0 00	\$50,000 00	\$25,000 00
Pacific Science Center Foundation 200 Second Avenue North Seattle, WA 98109 <i>Lake Washington Watershed Internship Project</i> \$ 24,200 00 2002	501 (c) (3) Public Charity	\$0 00	\$24,200 00	\$0 00	\$24,200 00	\$0 00
Page Ahead 1334 First Avenue, Suite 130 Seattle, WA 98101 <i>General Operating Support</i> \$ 35,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$35,000 00	\$0 00	\$35,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Peninsula United Music Association (PUMA) PO Box 2034 Gig Harbor, WA 98335 <i>General Operating Support 2002</i> \$ 500 00 2002	501 (c) (3) Public Charity	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Peninsula Youth Orchestra PO Box 2481 Gig Harbor, WA 98335 <i>Bach in the Boonies</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
People for Puget Sound 911 Western Avenue Suite 580 Seattle, WA 98104 <i>Renewal of the LEAPS Grant</i> \$ 40,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Philanthropy Northwest 2815 Second Avenue, Suite 290 Seattle, WA 98121 <i>2003 15 Month Membership Dues</i> \$ 5,950 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,950 00	\$0 00	\$5,950 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Pierce County Community Development Corporation 3602 Center Street, Suite 3 Tacoma, WA 98409 <i>Pierce County Liveable Communities Fair, February 9, 2002</i> \$ 2,500 00 2002	501 (c) (3) Public Charity	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00
Pierce County Community Development Corporation 3602 Center Street, Suite 3 Tacoma, WA 98409 <i>Pierce County Liveable Communities Fair</i> \$ 1,500 00 2002	501 (c) (3) Public Charity	\$0 00	\$1,500 00	\$0 00	\$1,500 00	\$0 00
Point Defiance Zoological Society 5400 North Pearl Street Tacoma, WA 98407 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Port Townsend Marine Science Society 532 Battery Way Port Townsend, WA 98368 <i>Matching Funds for the "Education Interfaces Research Forage Fish and Nearshore Habitats"</i> \$ 26,000 00 2002	ER GRANT	\$0 00	\$26,000 00	\$0 00	\$26,000 00	\$0 00
Marine Science Society of the Pacific Northwest PO Box 2079 Poulsbo, WA 98370 <i>Poulsbo Marine Science Center's Exhibit Renovation and Promotion Project</i> \$ 46,600 00 2002	501 (c) (3) Public Charity	\$0 00	\$46,600 00	\$0 00	\$46,600 00	\$0 00
Powerful Schools 3301 S Horton Street Seattle, WA 98144 <i>Powerful Readers Program, Replication Program, and Challenge Matching Grant</i> \$ 100,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$100,000 00	\$0 00	\$70,000 00	\$30,000 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Puget Creek Restoration Society 11419 86th Avenue East #C Puyallup, WA 98373 <i>General Operating Support</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Puget Sound Community School 1115 E Denny Way Seattle, WA 98122 <i>General Operating Support 2002</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Puget Sound Restoration Fund 590 Madison Ave N Bainbridge Island, WA 98110 <i>Henderson Inlet Community Shellfish Farm and Drayton Harbor Community Oyster Farm</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Puget Sound Restoration Fund 590 Madison Ave N Bainbridge Island, WA 98110 <i>General Operating Support</i> \$ 250 00 2002	501 (c) (3) Public Charity	\$0 00	\$250 00	\$0 00	\$250 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Puget Soundkeeper Alliance 4401 Leary Way NW Seattle, WA 98107 <i>Stormwater Regulation Project</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
Puget Soundkeeper Alliance 4401 Leary Way NW Seattle, WA 98107 <i>General Operating Support</i> \$ 200 00 2002	501 (c) (3) Public Charity	\$0 00	\$200 00	\$0 00	\$200 00	\$0 00
Raincoast Conservation Society PO Box 120 61 Upper Bay Head Lane Orcas, WA 98280 <i>Monitoring Impacts of Vessel Traffic on Orca Whale Behavior</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Rainier Scholars PO Box 3941 Seattle, WA 98124 <i>General Operating Support</i> \$ 200,000 00 2001	501 (c) (3) Public Charity	\$125,000 00	\$0 00	\$0 00	\$125,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
REACH 419 Martin Luther King, Jr Way Tacoma, WA 98405 <i>Northwest REACH camp 2002 Camp Scholarships</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
REACH 419 Martin Luther King, Jr Way Tacoma, WA 98405 <i>General Operating Support</i> \$ 500 00 2002	501 (c) (3) Public Charity	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
REACH 419 Martin Luther King, Jr Way Tacoma, WA 98405 <i>General Operating Support</i> \$ 500 00 2002	501 (c) (3) Public Charity	\$0 00	\$500 00	\$0 00	\$500 00	\$0 00
Salish Sea Expeditions 647 Horizon View Pl, NW Bainbridge Island, WA 98110 <i>General Operating Support for Program Development and Expansion</i> \$ 25,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Seattle University Center for Water and Ethics Institute of Public Service 900 Broadway Seattle, WA 98122 <i>General Operating Support for Administrative Costs</i> \$ 2,500 00 2002	501 (c) (3) Public Charity	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00
South Puget Sound Habitat for Humanity 210 Thurston Avenue Olympia, WA 98501 <i>The EverGreen Sustainable Home</i> \$ 40,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Leland Stanford Junior University Office of Development 326 Galvez Street Stanford, CA 94305-6105 <i>The Jane T and George F Russell Pending Fund for Education</i> \$ 1,000,000 00 1999	501 (c) (3) Public Charity	\$450,000 00	\$0 00	\$0 00	\$150,000 00	\$300,000 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Leland Stanford Junior University Office of Development 326 Galvez Street Stanford, CA 94305-6105 <i>Watkins Fund</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
Stewardship Partners 1411 Fourth Avenue, Ste 1425 Seattle, WA 98101 <i>The Nisqually Glacier to Sound Conservation Corridor</i> \$ 40,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$40,000 00	\$0 00	\$40,000 00	\$0 00
Sun Valley Writers' Conference PO Box 957 Ketchum, ID 83340 <i>Annual Conference August 2002</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Susan G. Komen Foundation Inc 1900 N Northlake Way #237 Seattle, WA 98103 <i>General Operating Support 2002/2003</i> \$ 1,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Sustainable Connections PO Box 213 Deming, WA 98244 <i>Building Sustainable Communities</i> \$ 20,000 00 2002	ER GRANT	\$0 00	\$20,000.00	\$0 00	\$20,000 00	\$0 00
Sustainable Northwest 620 SW Main, Suite 112 Portland, OR 97205 <i>Building Public Support for Sustainable Development</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0.00
Sustainable Seattle 1109 First Avenue Suite 400A Seattle, WA 98101-2963 <i>Chinook Book</i> \$ 70,000 00 2001	501 (c) (3) Public Charity	\$30,000 00	\$0 00	\$0 00	\$30,000 00	\$0 00
Tacoma Actors Guild 901 Broadway, Suite 600 Tacoma, WA 98402 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Tacoma Philharmonic, Inc. 901 Broadway Tacoma, WA 98402 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Tacoma Symphony Orchestra 727 Commerce Street, Suite 210 Tacoma, WA 98402 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Tacoma Youth Chorus PO Box 98497 Tacoma, WA 98498-0497 <i>2001 Annual Gift of Song Concert</i> \$ 5,000 00 2001	501 (c) (3) Public Charity	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0 00
Tacoma Youth Chorus PO Box 98497 Tacoma, WA 98498-0497 <i>2002 Annual Gift of Song Concert</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Tacoma Youth Symphony Association, Inc. 901 Broadway Plaza Suite 500 Tacoma, WA 98402-4415 <i>General Operating Support 2002</i> \$ 5,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Tacoma-Pierce County Humane Society 2608 Center Street Tacoma, WA 98409 <i>General Operating Support 2002</i> \$ 2,500 00 2002	501 (c) (3) Public Charity	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00
Tahoma Audubon Society 2917 Morrison Road West University Place, WA 98466 <i>Culture of Conservation</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Theater District Associates PO Box 1861 Tacoma, WA 98401 <i>First Night 2003 A New Year's Eve Family Friendly Celebration</i> \$ 1,500 00 2002	501 (c) (3) Public Charity	\$0 00	\$1,500 00	\$0 00	\$1,500 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
United Way of Pierce County PO Box 2215 Tacoma, WA 98401 <i>General Operating Support 2002</i> \$ 10,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$10,000 00	\$0 00	\$10,000 00	\$0 00
University of Washington 1900 Commerce Street Campus Box 358430 Tacoma, WA 98402-3100 <i>Technical School in Tacoma</i> \$ 200,000 00 2001	Governmental Agency	\$100,000 00	\$0 00	\$0 00	\$50,000 00	\$50,000 00
Valmarco 11110 Conine Avenue SE Olympia, WA 98513 <i>Oral Histories with Native American Elders about the South Sound Waterways and Traditional Stewardship Techniques</i> \$ 60,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$60,000 00	\$0 00	\$60,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Villa Academy 5001 NE 50th Street Seattle, WA 98105-2899 <i>Annual Fund 2002-2003</i> \$ 20,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$20,000 00	\$0 00	\$20,000 00	\$0 00
Washington Association of Churches 419 Occidental Avenue South Suite 201 Seattle, WA 98104-2886 <i>Environmental Justice Program</i> \$ 15,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$15,000 00	\$0 00	\$15,000 00	\$0 00
Washington Environmental Council 615 Second Avenue, Suite 380 Seattle, WA 98104-2245 <i>Shoreline and Critical Habitat Protection Campaign</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
<p>The University of Washington University of Washington 353 Loew, Box 352181 Seattle, WA 98195-2181 <i>Washington Watersheds Project</i> \$ 30,000 00 2002</p>	<p>Governmental Agency</p>	\$0 00	\$30,000 00	\$0 00	\$30,000 00	\$0 00
<p>Washington State University 423 Neill Hall PO Box 643140 Pullman, WA 99164-3140 <i>WSU Cooperative Extension Pierce County Low Impact Development Pilot Project Monitoring</i> \$ 47,000 00 2002</p>	<p>Governmental Agency</p>	\$0 00	\$47,000 00	\$0 00	\$47,000 00	\$0 00
<p>Washington Toxics Coalition 4649 Sunnyside Ave N #540 Seattle, WA 98103 <i>Healthy Communities Project</i> \$ 55,000 00 2002</p>	<p>501 (c) (3) Public Charity</p>	\$0 00	\$55,000 00	\$0 00	\$55,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
Werlin Reading Teams Foundation 1712 South 17th Street Tacoma, WA 98405 <i>General Operating Support</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
The Western Rivers Conservancy 1411 NE Broadway Portland, OR 97232 <i>The Hoh River Ecosystem Initiative</i> \$ 50,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$50,000 00	\$0 00	\$50,000 00	\$0 00
The Whale Museum PO Box 945 62 First Street North Friday Harbor, WA 98250 <i>Soundwatch Marine Stewardship Program</i> <i>and The Environmental Education Program</i> \$ 15,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$15,000 00	\$0 00	\$10,000 00	\$5,000 00
Woods Hole Oceanographic Institute Fenno House MS #40 Woods Hole, MA 02543 <i>General Operating Support</i> \$ 25,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$25,000 00	\$0 00	\$25,000 00	\$0 00

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
World Vision, International PO Box 9716 Federal Way, WA 98001 <i>Albert Corey Memorial Fund for Disadvantaged Children</i> \$ 1,000.00 2002	501 (c) (3) Public Charity	\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
World Vision, International PO Box 9716 Federal Way, WA 98001 <i>KidREACH 2002-2003 (Reaching Education And Communicaing Hope)</i> \$ 6,500 00 2002	501 (c) (3) Public Charity	\$0 00	\$6,500 00	\$0 00	\$6,500 00	\$0 00
YMCA of Greater Seattle Metrocenter YMCA 909 4th Avenue Seattle, WA 98104 <i>Earth Service Corps Program-Teens Protect and Enhance Puget Sound Water Quality</i> \$ 42,500 00 2002	501 (c) (3) Public Charity	\$0 00	\$42,500 00	\$0 00	\$42,500 00	\$0 00

Fiscal Year 2002

Recipient and/or Purpose	Tax Status	Beginning Balance 2002	Newly Allocated 2002	Amended 2002	Amount Paid 2002	Ending Balance 2002
YMCA Tacoma-Pierce County 1002 South Pearl Street Tacoma, WA 98465-2198 <i>The "Living Machine"</i> \$ 60,000 00 2002	501 (c) (3) Public Charity	\$0 00	\$60,000 00	\$0 00	\$60,000 00	\$0 00
Young Womens Christian Association of Tacoma & Pierce County 405 Broadway Tacoma, WA 98402 <i>General Operating Support</i> \$ 2,500 00 2002	501 (c) (6) Business League	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00
Grand Total		<u>\$1,497,000 00</u>	<u>\$3,721,238 73</u>	<u>\$10,000 00</u>	<u>\$4,458,238 73</u>	<u>\$770,000 00</u>
(141 items)						

The Russell Family Foundation
December 31, 2002
Form 990-PF 91-1663336
Part VIII – Board of Directors

Name and Address	Title and Average Hours Worked per Week	Compensation	Contributions to 401(b)	Expense Account and Other Allocations
Sarah Cavanaugh PO Box 2567 Gig Harbor, WA 98335	Director President 5/1/02-12/31/02 2 hours per week	None	None	None
Tim Cavanaugh PO Box 2567 Gig Harbor, WA 98335	Director 1 hour per week	None	None	None
Kristen Powers PO Box 2567 Gig Harbor, WA 98335	Asst Treasurer 25 hours per week	None	None	None
Dion Rurik PO Box 2567 Gig Harbor, WA 98335	Director Secretary 5/1/02-12/31/02 1 hour per week	None	None	None
Eric Russell PO Box 2567 Gig Harbor, WA 98335	Director and Treasurer 1 hour per week	None	None	None
Jane Russell PO Box 2567 Gig Harbor, WA 98335	Director and President Through 5/1/02 3 hours per week	None	None	None
Jileen Russell PO Box 2567 Gig Harbor, WA 98335	Director 1 hour per week	None	None	None
George Russell PO Box 2567 Gig Harbor, WA 98335	Director and Vice President 2 hours per week	None	None	None
Richard Russell PO Box 2567 Gig Harbor, WA 98335	Director 1 hour per week	None	None	None
Richard Woo PO Box 2567 Gig Harbor, WA 98335	Executive Director 40+ hours per week	\$241,814	None	None

The Russell Family Foundation
December 31, 2002
Form 990-PF 91-1663336
Part VIII – Independent Contractors

Name and Address	Type of service	Compensation
Gilbert Global Equity 785 Smith Ridge Road New Canaan, CT 06840	Investment Manager Fees	\$150,000
Gulf Investment Management, Inc 820 Gessner, Suite 720 Houston, TX 77024-4258	Investment Manager Fees	\$77,111
Rampart Investment Management One International Place Boston, MA 02110-2634	Investment Manager Fees	\$54,695
Sunshine Management Services, LLC PO Box 2358 Gig Harbor, WA 98335	Professional Fees	\$342,826
Sunshine Management Services Investment Company PO Box 2358 Gig Harbor, WA 98335	Investment Advisory Services	\$184,749
Suffolk Capital Management, LLC 1633 Broadway 40 th Floor New York, NY 10019	Investment Manager Fees	\$95,032
TCW Asset Management Company Inc 865 S Figueroa St, Suite 1800 Los Angeles, CA 90017	Investment Manager Fees	\$70,067
Total		<u>\$974,480</u>

RUSSELL FAMILY FOUNDATION

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.)
a N TRUST A/C #7465: SEE ATTACHED	P	VARIOUS	VARIOUS
b N TRUST A/C #7465: SEE ATTACHED	P	VARIOUS	VARIOUS
c N TRUST A/C #7466: SEE ATTACHED	P	VARIOUS	VARIOUS
d N TRUST A/C #7466: SEE ATTACHED	P	VARIOUS	VARIOUS
e N TRUST A/C #3405: SEE ATTACHED	P	VARIOUS	VARIOUS
f N TRUST A/C #9347: SEE ATTACHED	P	VARIOUS	VARIOUS
g N TRUST A/C #9347: SEE ATTACHED	P	VARIOUS	VARIOUS
h GILBERT GLOBAL PASS THROUGH			
i MARATHON RESOURCE PASS THROUGH			
j MARATHON RESOURCE PASS THROUGH			
k MARATHON RESOURCE PASS THROUGH			
l WESTCLIFF ENERGY PASS THROUGH			
m GILBERT GLOBAL PASS THROUGH			
n MFO VANGUARD FXD INC - 409,417 SH	P	VARIOUS	10/18/02
o MFO VANGUARD FXD INC - 94,429 SH	P	VARIOUS	10/18/02

(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 2,698,734.		2,987,826.	<289,092.>
b 3,929,038.		8,107,291.	<4,178,253.>
c 2,748,755.		2,792,740.	<43,985.>
d 4,646,102.		5,576,959.	<930,857.>
e 2,295,937.		1,892,045.	403,892.
f 16,028,495.		18,076,409.	<2,047,914.>
g 2,718,301.		3,351,547.	<633,246.>
h			<97,864.>
i			<16,611.>
j			<655,404.>
k			<72,614.>
l			<35,177.>
m			<449.>
n 4,000,000.		4,019,931.	<19,931.>
o 1,000,000.		1,020,462.	<20,462.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "0-")
(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	
a			<289,092.>
b			<4,178,253.>
c			<43,985.>
d			<930,857.>
e			403,892.
f			<2,047,914.>
g			<633,246.>
h			<97,864.>
i			<16,611.>
j			<655,404.>
k			<72,614.>
l			<35,177.>
m			<449.>
n			<19,931.>
o			<20,462.>

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
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) If (loss), enter "0" in Part I, line 8	3

RUSSELL FAMILY FOUNDATION

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.)
a MFO VANGUARD FXD INC - 113,402 SH	P	VARIOUS	07/01/02
b MFO FRANK RUSSELL EMERGING MARKETS - 12,674 SH	P	VARIOUS	12/19/02
c MFO FRANK RUSSELL EMERGING MARKETS - 28,105 SH	P	VARIOUS	11/20/02
d MFO FRANK RUSSELL EQUITY II - 22,745	P	VARIOUS	11/20/02
e VANGUARD S/T CORPORATE FUND - 412 SH	P	VARIOUS	09/12/02
f VANGUARD S/T CORPORATE FUND - 10,771 SH	P	VARIOUS	09/12/02
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 1,100,000.		1,113,459.	<13,459.>
b 100,000.		129,414.	<29,414.>
c 215,000.		286,969.	<71,969.>
d 600,000.		744,976.	<144,976.>
e 4,424.		4,444.	<20.>
f 115,576.		116,084.	<508.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			<13,459.>
b			<29,414.>
c			<71,969.>
d			<144,976.>
e			<20.>
f			<508.>
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	<8,898,313.>
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

EMPLOYER I/D NO. 91-1663336

THR RUSSELL FAMILY FOUNDATION

RE:

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
JDS UNIPHASE CORP COM ISIN US46612J1016				
SHARES; PROGRESSIVE CORP., OHIO, COMMON STOCK, \$1 PAR	SOLD 01-09-02 ACQUIRED 03-01-01	29,477.56	82,665.30	53,187.74-
SHARES; AMERICAN INTL GROUP INC COM	SOLD 01-09-02 ACQUIRED 10-23-01	326,165.46	326,692.00	526.54-
SHARES; PROGRESSIVE CORP., OHIO, COMMON STOCK, \$1 PAR	SOLD 01-09-02 ACQUIRED 12-11-01	42,543.32	44,392.14	1,848.82-
SHARES; PROGRESSIVE CORP., OHIO, COMMON STOCK, \$1 PAR	SOLD 12-03-02 ACQUIRED 10-22-02	82,027.53	82,284.02	256.49-
SHARES; PROGRESSIVE CORP., OHIO, COMMON STOCK, \$1 PAR	SOLD 12-03-02 ACQUIRED 12-11-01	365,884.39	325,542.36	40,342.03

EMPLOYER I/D NO. 91-1663336

THE RUSSELL FAMILY FOUNDATION

RE:

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
MAXIM INTEGRATED PRODS INC COMMON STOCK	SOLD 12-09-02 ACQUIRED 12-11-01	1,504,466.82	1,405,751.10	98,715.72	
SHARES:					
28,500.00					
NETWORK APPLIANCE INC DEL	SOLD 12-09-02 ACQUIRED 12-11-01	87,672.36	177,531.00	89,858.64-	
SHARES:					
7,500.00					
SIEBEL SYS INC COM	SOLD 12-09-02 ACQUIRED 12-11-01	71,793.83	241,056.00	169,262.17-	
SHARES:					
9,300.00					
SUB-TOTAL		2,698,733.58	2,987,825.92	289,092.34-	
TOTAL SHORT TERM CAPITAL GAIN/LOSS-		2,698,733.58	2,987,825.92	289,092.34-	

LONG TERM CAPITAL GAINS AND LOSSES
 JDS UNIPHASE CORP COM ISIN US46612J1016

EMPLOYER I/D NO. 91-1663336

THR RUSSELL FAMILY FOUNDATION

RE:

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; AMERICAN INTL GROUP INC COM	SOLD 01-09-02 ACQUIRED 01-04-01	17,686.53	91,605.78	73,919.25-	0.00
SHARES;	SOLD 01-09-02 ACQUIRED 01-03-01	13,756.19	65,764.30	52,008.11-	0.00
SHARES;	SOLD 01-09-02 ACQUIRED 11-09-00	8,843.27	64,575.00	55,731.73-	0.00
SHARES;	SOLD 01-09-02 ACQUIRED 09-20-00	33,407.89	355,614.50	322,206.61-	0.00
SHARES;	SOLD 01-09-02 ACQUIRED 06-23-00	82,537.16	1,054,977.00	972,439.84-	0.00
SHARES;	SOLD 12-03-02 ACQUIRED 08-26-99	56,788.29	59,230.50	2,442.21-	0.00
SHARES;	SOLD 12-03-02 ACQUIRED 02-22-00	66,253.00	65,917.25	335.75	0.00
SHARES;	SOLD 12-03-02 ACQUIRED 02-25-00	94,647.15	93,880.20	766.95	0.00
SHARES;	SOLD 12-03-02 ACQUIRED 08-09-00	113,576.57	156,897.00	43,320.43-	0.00

The Northern Trust Company
 50 South LaSalle Street, Chicago, Illinois 60675
 (312) 630-6000

69286-03022

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EMPLOYER I/D NO. 91-1663336

THE RUSSELL FAMILY FOUNDATION

RE:

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY	
					SHARES	
12-03-02 SOLD	12,619.62	19,947.50	7,327.88-	0.00	200.00	JUNIPER NETWORKS INC COM SHARES;
11-09-00 ACQUIRED						
12-03-02 SOLD	36,198.90	253,550.40	217,351.50-	0.00	4,000.00	JUNIPER NETWORKS INC COM SHARES;
03-01-01 ACQUIRED						
12-03-02 SOLD	84,162.45	546,889.29	462,726.84-	0.00	9,300.00	PAYCHEX INC, COMMON STOCK SHARES;
05-22-01 ACQUIRED						
12-03-02 SOLD	125,119.03	82,683.33	42,435.70	0.00	4,400.00	PAYCHEX INC, COMMON STOCK SHARES;
12-03-02 ACQUIRED						
06-08-99 ACQUIRED						
12-03-02 SOLD	110,900.95	72,553.00	38,347.95	0.00	3,900.00	SHARES;
12-03-02 ACQUIRED						
08-26-99 ACQUIRED						
12-03-02 SOLD	140,758.90	136,950.00	3,808.90	0.00	4,950.00	SHARES;
12-03-02 ACQUIRED						
12-02-99 ACQUIRED						
12-03-02 SOLD	14,218.07	27,500.00	13,281.93-	0.00	500.00	SHARES;
12-03-02 ACQUIRED						
11-09-00 ACQUIRED						
12-03-02 SOLD	76,777.59	80,865.00	4,087.41-	0.00	2,700.00	SHARES;
12-03-02 ACQUIRED						
10-02-01 ACQUIRED						

#REGORG STILLWELL FINL INC N/C TO JANUS
 CAP GROUP INC 2000928 EFF 1/2/03

The Northern Trust Company

50 South LaSalle Street, Chicago, Illinois 60675
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69287-03022

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RE: THR RUSSELL FAMILY FOUNDATION EMPLOYER I/D NO. 91-1663336

*
FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY			DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES:	4,100.00	SOLD ACQUIRED	12-03-02 06-03-99	59,164.49	103,029.03	43,864.54-	0.00
SHARES:	8,400.00	SOLD ACQUIRED	12-03-02 08-26-99	121,215.06	211,707.25	90,492.19-	0.00
SHARES:	2,400.00	SOLD ACQUIRED	12-03-02 11-16-99	34,632.87	61,836.29	27,203.42-	0.00
SHARES:	2,000.00	SOLD ACQUIRED	12-03-02 11-17-99	28,860.73	52,463.04	23,602.31-	0.00
SHARES:	5,800.00	SOLD ACQUIRED	12-03-02 12-02-99	83,696.11	165,615.29	81,919.18-	0.00
SHARES:	1,600.00	SOLD ACQUIRED	12-03-02 08-09-00	23,088.58	70,564.00	47,475.42-	0.00
SHARES:	900.00	SOLD ACQUIRED	12-03-02 11-09-00	12,987.33	41,220.00	28,232.67-	0.00
SHARES:	4,900.00	SOLD ACQUIRED	12-03-02 10-02-01	70,708.79	95,981.20	25,272.41-	0.00
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR							
SHARES:	3,200.00	SOLD ACQUIRED	12-03-02 09-21-01	172,634.80	144,480.00	28,154.80	0.00

EMPLOYER I/D NO. 91-1663336

THR RUSSELL FAMILY FOUNDATION

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
AMGEN INC COMMON STOCK					
SHARES:	SOLD 12-03-02	156,450.28	146,363.00	10,087.28	0.00
	ACQUIRED 10-02-01				
DELL COMPUTER CORP COMMON STOCK					
SHARES:	SOLD 12-03-02	172,259.84	161,550.00	10,709.84	0.00
	ACQUIRED 12-02-99				
QUALCOMM INC COM					
SHARES:	SOLD 12-03-02	107,988.27	123,689.15	15,700.88-	0.00
	ACQUIRED 06-08-99				
SHARES:	SOLD 12-03-02	53,350.39	126,031.23	72,680.84-	0.00
	ACQUIRED 12-05-00				
SHARES:	SOLD 12-03-02	8,207.75	19,869.74	11,661.99-	0.00
	ACQUIRED 12-06-00				
SHARES:	SOLD 12-03-02	16,415.51	41,785.64	25,370.13-	0.00
	ACQUIRED 12-06-00				
CISCO SYS INC COMMON STOCK					
SHARES:	SOLD 12-03-02				
	ACQUIRED 12-06-00				

RE:

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EMPLOYER I/D NO. 91-1663336

THE RUSSELL FAMILY FOUNDATION

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES: 10,000.00	SOLD 12-09-02 ACQUIRED 06-09-99	136,495.87	277,343.75	140,847.88-	0.00
SHARES: 1,000.00	SOLD 12-09-02 ACQUIRED 08-26-99	13,649.59	35,046.25	21,396.66-	0.00
DELL COMPUTER CORP COMMON STOCK					
SHARES: 2,900.00	SOLD 12-09-02 ACQUIRED 08-26-99	79,602.60	141,280.75	61,678.15-	0.00
SHARES: 2,700.00	SOLD 12-09-02 ACQUIRED 11-19-99	74,112.76	110,021.76	35,909.00-	0.00
NETWORK APPLIANCE INC DEL					
SHARES: 500.00	SOLD 12-09-02 ACQUIRED 10-23-00	5,844.82	69,239.25	63,394.43-	0.00
SHARES: 700.00	SOLD 12-09-02 ACQUIRED 10-24-00	8,182.76	97,921.88	89,739.12-	0.00
SHARES: 100.00	SOLD 12-09-02 ACQUIRED 10-25-00	1,168.96	12,962.50	11,793.54-	0.00
SHARES: 1,000.00	SOLD 12-09-02 ACQUIRED 10-25-00	11,689.65	126,211.10	114,521.45-	0.00

EMPLOYER I/D NO. 91-1663336

THR RUSSELL FAMILY FOUNDATION

RE:

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS	DESCRIPTION OF PROPERTY
12-09-02 SOLD 12-09-02 ACQUIRED	21,041.36	198,159.84	177,118.48-	0.00	SHARES: 1,800.00
12-09-02 SOLD 10-27-00 ACQUIRED	1,168.96	12,388.70	11,219.74-	0.00	SHARES: 100.00
12-09-02 SOLD 11-09-00 ACQUIRED	1,168.97	10,218.75	9,049.78-	0.00	SHARES: 100.00
12-09-02 SOLD 12-05-00 ACQUIRED	7,013.78	44,017.80	37,004.02-	0.00	SHARES: 600.00
12-09-02 SOLD 12-06-00 ACQUIRED	4,675.86	32,896.20	28,220.34-	0.00	SHARES: 400.00
12-09-02 SOLD 01-03-01 ACQUIRED	14,027.58	72,181.56	58,153.98-	0.00	SHARES: 1,200.00
12-09-02 SOLD 01-04-01 ACQUIRED	50,265.48	273,585.35	223,319.87-	0.00	SHARES: 4,300.00
12-09-02 SOLD 02-09-01 ACQUIRED	31,562.04	103,921.65	72,359.61-	0.00	SHARES: 2,700.00
12-09-02 SOLD 02-12-01 ACQUIRED	14,027.58	43,161.24	29,133.66-	0.00	SHARES: 1,200.00
12-09-02 SOLD 02-13-01 ACQUIRED	5,844.82	19,900.65	14,055.83-	0.00	SHARES: 500.00

EMPLOYER I/D NO. 91-1663336

THR RUSSELL FAMILY FOUNDATION

RE:

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES: 200.00	SOLD 12-09-02 ACQUIRED 02-14-01	2,337.93	7,961.66	5,623.73-	0.00
SHARES: 1,100.00	SOLD 12-09-02 ACQUIRED 02-14-01	12,858.61	44,712.25	31,853.64-	0.00
SHARES: 3,100.00	SOLD 12-09-02 ACQUIRED 03-01-01	36,237.90	91,667.31	55,429.41-	0.00
SHARES: 5,400.00	SOLD 12-09-02 ACQUIRED 05-22-01	63,124.09	149,850.00	86,725.91-	0.00
SIEBEL SYS INC COM					
SHARES: 7,700.00	SOLD 12-09-02 ACQUIRED 08-26-99	59,442.20	136,853.06	77,410.86-	0.00
SHARES: 3,800.00	SOLD 12-09-02 ACQUIRED 12-07-99	29,335.11	133,237.50	103,902.39-	0.00
SHARES: 400.00	SOLD 12-09-02 ACQUIRED 11-09-00	3,087.90	42,025.00	38,937.10-	0.00
SHARES: 2,700.00	SOLD 12-09-02 ACQUIRED 03-01-01	20,843.37	107,213.76	86,370.39-	0.00
SHARES: 100.00	SOLD 12-09-02 ACQUIRED 03-02-01	771.98	3,750.00	2,978.02-	0.00

EMPLOYER I/D NO. 91-1663336

THR RUSSELL FAMILY FOUNDATION

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
PIXAR COM					
SHARES:	12-09-02 SOLD	33,966.96	239,184.00		0.00
	05-22-01 ACQUIRED			205,217.04-	0.00
PIXAR COM					
SHARES:	12-09-02 SOLD	960,983.16	650,433.84		0.00
	05-22-01 ACQUIRED			310,549.32	0.00
SUB-TOTAL		3,929,038.02	8,107,291.02	4,178,253.00-	0.00
TOTAL LONG TERM CAPITAL GAIN/LOSS-		3,929,038.02	8,107,291.02	4,178,253.00-	0.00

END OF SALES SCHEDULE

EMPLOYER I/D NO. 91-166336

THR RUSSELL FAMILY FOUNDATION

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RE:

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES	289,092.34-
<hr/>	
SHORT TERM GAINS AND LOSSES	289,092.34-
TOTAL SHORT TERM CAPITAL GAINS AND LOSSES	289,092.34-
<hr/>	
LONG TERM GAINS AND LOSSES	
NET LONG TERM CAPITAL GAINS AND LOSSES - 20 %	4,178,253.00-
NET L/T CAPITAL GAIN-QUALIFIED 5-YEAR GAIN	0.00
SUB TOTAL LONG TERM GAINS AND LOSSES	4,178,253.00-
TOTAL LONG TERM CAPITAL GAINS AND LOSSES	4,178,253.00-

THE RUSSELL FAMILY FOUNDATION
 GULF INVESTMENTS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHORT TERM CAPITAL GAINS AND LOSSES				
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	SOLD 05-01-02 ACQUIRED 12-11-01	198,219.62	201,263.40	3,043.78-
ALLSTATE CORP COMMON STOCK	SOLD 05-01-02 ACQUIRED 12-11-01	151,917.19	124,488.00	27,429.19
BAXTER INTL INC COMMON STOCK	SOLD 05-01-02 ACQUIRED 12-11-01	154,355.34	139,971.20	14,384.14
JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 05-01-02 ACQUIRED 12-11-01	198,983.00	176,080.00	22,903.00
SOUTHWEST AIRLINES CO., COMMON STOCK, #1 PAR	SOLD 05-01-02 ACQUIRED 12-11-01	111,162.64	114,204.00	3,041.36-
BAXTER INTL INC COMMON STOCK	SOLD 05-01-02 ACQUIRED 11-29-01			

EMPLOYER I/D NO. 91-1663336

THE RUSSELL FAMILY FOUNDATION
 GULF INVESTMENTS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; JOHNSON & JOHNSON COMMON STOCK \$1 PAR	SOLD 10-16-02 ACQUIRED 12-11-01	101,776.93	180,110.00	78,333.07-
SHARES; ABBOTT LABORATORIES, COMMON STOCK, NO PAR	SOLD 10-16-02 ACQUIRED 12-11-01	175,599.70	170,400.00	5,199.70
SHARES; AT&T WIRELESS SVCS INC COM	SOLD 10-16-02 ACQUIRED 12-27-01	18,105.37	55,275.23	37,169.86-
SHARES; ALLSTATE CORP COMMON STOCK	SOLD 10-16-02 ACQUIRED 12-11-01	172,179.70	146,832.00	25,347.70
SHARES; INTEL CORP CAPITAL STOCK \$,001 PAR	SOLD 10-16-02 ACQUIRED 12-11-01	76,503.76	188,440.00	111,936.24-
SHARES; SOUTHWEST AIRLINES CO., COMMON STOCK, \$1 PAR	SOLD 10-16-02 ACQUIRED 12-11-01	76,503.76	188,440.00	111,936.24-

EMPLOYER I/D NO. 91-1663336

THE RUSSELL FAMILY FOUNDATION
 GULF INVESTMENTS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
ALLSTATE CORP COMMON STOCK	SOLD 10-16-02 ACQUIRED 11-29-01	132,221.00	184,200.00	51,979.00-
ALLSTATE CORP COMMON STOCK	SOLD 10-30-02 ACQUIRED 12-11-01	155,761.30	124,488.00	31,273.30
CATERPILLAR INC., COMMON STOCK, NO PAR	SOLD 12-04-02 ACQUIRED 10-30-02	308,123.72	270,149.86	37,973.86
ALLSTATE CORP COMMON STOCK	SOLD 12-04-02 ACQUIRED 12-11-01	644,724.58	529,872.00	114,852.58
SUB-TOTAL		2,798,755.39	2,792,739.69	43,984.30-
TOTAL SHORT TERM CAPITAL GAIN/LOSS-		2,798,755.39	2,792,739.69	43,984.30-
LONG TERM CAPITAL GAINS AND LOSSES				
BANK AMER CORP COM				

28% RATE
 GAIN/LOSS

RE: THE RUSSELL FAMILY FOUNDATION GULF INVESTMENTS

EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; BURLINGTON RESOURCES INC COMMON STOCK	05-01-02 SOLD 12-29-99 ACQUIRED	89,609.80	61,933.00	27,676.80	0.00
SHARES; AT&T WIRELESS SVCS INC COM	05-01-02 SOLD 05-27-99 ACQUIRED	154,601.19	149,603.30	4,997.89	0.00
SHARES; AT&T WIRELESS SVCS INC COM	10-16-02 SOLD 05-27-99 ACQUIRED	6,893.44	59,252.78	52,359.34-	0.00
SHARES; AT&T WIRELESS SVCS INC COM	10-16-02 SOLD 06-02-99 ACQUIRED	5,923.52	48,173.45	42,249.93-	0.00
SHARES; AT&T WIRELESS SVCS INC COM	10-16-02 SOLD 10-21-99 ACQUIRED	7,913.21	49,792.24	41,879.03-	0.00
SHARES; AT&T WIRELESS SVCS INC COM	10-16-02 SOLD 11-13-00 ACQUIRED	2,961.76	8,874.87	5,913.11-	0.00
SHARES; AT&T WIRELESS SVCS INC COM	10-16-02 SOLD 02-22-01 ACQUIRED	22,251.14	67,779.90	45,528.76-	0.00

#REORG/AT&T CORP REV SPLIT TO AT&T CORP
 NEW SEC #2000829 EFF 11/18/02

The Northern Trust Company
 50 South LaSalle Street, Chicago, Illinois 60675
 (312) 630-6000

69351-03022

EMPLOYER I/D NO. 91-1663336

THE RUSSELL FAMILY FOUNDATION
 GULF INVESTMENTS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; ALBERTSON'S, INC., COMMON STOCK, \$1 PAR	SOLD 10-16-02 ACQUIRED 05-27-99	55,333.20	206,042.47	150,709.27-	0.00
SHARES; ALCOA INC COM STK	SOLD 10-16-02 ACQUIRED 10-26-99	159,122.48	251,017.20	91,894.72-	0.00
SHARES; AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR	SOLD 10-16-02 ACQUIRED 09-18-01	67,165.97	99,072.00	31,906.03-	0.00
SHARES; BANK AMER CORP COM	SOLD 10-16-02 ACQUIRED 05-27-99	89,709.29	113,124.67	23,415.38-	0.00
SHARES; BURLINGTON RESOURCES INC COMMON STOCK	SOLD 10-16-02 ACQUIRED 12-29-99	165,250.02	123,866.00	41,384.02	0.00

RE:

EMPLOYER I/D NO. 91-1663336

THE RUSSELL FAMILY FOUNDATION
 GULF INVESTMENTS

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
CHEVRONTXACO CORP COM SHARES:	SOLD 10-16-02 ACQUIRED 05-27-99	153,535.37	170,975.20	17,439.83-	0.00
CHUBB CORP, COMMON STOCK, #1 PAR SHARES:	SOLD 10-16-02 ACQUIRED 12-29-99	131,576.03	157,753.80	26,177.77-	0.00
DELPHI CORP COM SHARES:	SOLD 10-16-02 ACQUIRED 05-27-99	140,556.65	167,018.17	26,461.52-	0.00
DU PONT E I DE NEMOURS & CO COM STK SHARES:	SOLD 10-16-02 ACQUIRED 03-01-00	55,350.32	123,815.32	68,465.00-	0.00
ELECTRONIC DATA SYS CORP NEW COM SHARES:	SOLD 10-16-02 ACQUIRED 05-27-99	133,810.96	220,992.75	87,181.79-	0.00
EXELON CORP COM SHARES:	SOLD 10-16-02 ACQUIRED 10-04-01	26,029.21	109,364.00	83,334.79-	0.00

The Northern Trust Company
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RE:

THE RUSSELL FAMILY FOUNDATION
 GULF INVESTMENTS

EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>	<u>28% RATE GAIN/LOSS</u>
SHARES:	3,126.00	SOLD 10-16-02 ACQUIRED 05-27-99	141,555.08	151,271.61	9,716.53-	0.00
NORDSTROM, INC., COMMON STOCK, NO PAR						
SHARES:	7,700.00	SOLD 10-16-02 ACQUIRED 10-21-99	142,618.94	184,468.13	41,849.19-	0.00
SCHLUMBERGER LTD COM STK						
SHARES:	3,400.00	SOLD 10-16-02 ACQUIRED 12-30-99	130,318.07	185,202.34	54,884.27-	0.00
VERIZON COMMUNICATIONS COM						
SHARES:	3,050.00	SOLD 10-16-02 ACQUIRED 07-07-00	105,313.32	169,135.31	63,821.99-	0.00
WELLS FARGO & CO NEW COM STK						
SHARES:	3,800.00	SOLD 10-16-02 ACQUIRED 05-27-99	188,094.33	155,201.50	32,892.83	0.00
ELECTRONIC DATA SYS CORP NEW COM						
SHARES:	8,500.00	SOLD 10-30-02 ACQUIRED 10-04-01	116,472.82	489,260.00	372,787.18-	0.00
BANK AMER CORP COM						

RE: THE RUSSELL FAMILY FOUNDATION GULF INVESTMENTS
 EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	20% RATE GAIN/LOSS
SHARES: 9,350.00	SOLD 12-04-02 ACQUIRED 12-29-99	649,805.43	463,258.84	186,546.59	0.00
SHARES: 160.00	SOLD 12-04-02 ACQUIRED 06-21-00	11,119.67	7,640.00	3,479.67	0.00
SHARES: 1,890.00	SOLD 12-04-02 ACQUIRED 11-13-00	131,351.04	91,187.78	40,163.26	0.00
BURLINGTON RESOURCES INC COMMON STOCK					
SHARES: 5,000.00	SOLD 12-04-02 ACQUIRED 06-02-99	204,893.83	215,150.00	10,256.17-	0.00
SHARES: 5,790.00	SOLD 12-04-02 ACQUIRED 11-04-99	237,267.05	194,862.45	42,404.60	0.00
SHARES: 4,650.00	SOLD 12-04-02 ACQUIRED 06-21-00	190,551.26	188,464.50	2,086.76	0.00
SHARES: 3,260.00	SOLD 12-04-02 ACQUIRED 11-13-00	133,590.78	124,279.35	9,311.43	0.00
WELLS FARGO & CO NEW COM STK					
SHARES: 4,250.00	SOLD 12-04-02 ACQUIRED 05-27-99	198,511.52	173,580.63	24,930.89	0.00

RE: THE RUSSELL FAMILY FOUNDATION
 GULF INVESTMENTS
 EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES, COMCAST CORP NEW CL A	12-04-02 SOLD 06-02-99 ACQUIRED	249,890.98	213,491.75	36,399.23	0.00
SHARES, COMCAST CORP NEW CL A	12-04-02 SOLD 12-30-99 ACQUIRED	168,150.93	146,982.96	21,167.97	0.00
SHARES, COMCAST CORP NEW CL A	12-04-02 SOLD 06-21-00 ACQUIRED	36,899.79	30,290.58	6,609.21	0.00
SHARES, COMCAST CORP NEW CL A	12-04-02 SOLD 11-13-00 ACQUIRED	117,238.57	117,179.35	59.22	0.00
SHARES, COMCAST CORP NEW CL A	12-06-02 SOLD 06-02-99 ACQUIRED	1.20	4.15	2.95	0.00
SUB-TOTAL					
TOTAL LONG TERM CAPITAL GAIN/LOSS-					
		4,646,101.55	5,576,959.00	930,857.45-	0.00
		4,646,101.55	5,576,959.00	930,857.45-	0.00

END OF SALES SCHEDULE

The Northern Trust Company
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EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES	43,984.30-
SHORT TERM GAINS AND LOSSES	43,984.30-
TOTAL SHORT TERM CAPITAL GAINS AND LOSSES	43,984.30-
<hr/>	
LONG TERM GAINS AND LOSSES	
NET LONG TERM CAPITAL GAINS AND LOSSES - 20 %	930,857.45-
NET L/T CAPITAL GAIN-QUALIFIED 5-YEAR GAIN	0.00
SUB TOTAL LONG TERM GAINS AND LOSSES	930,857.45-
TOTAL LONG TERM CAPITAL GAINS AND LOSSES	930,857.45-

RE:

The Northern Trust Company
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THE RUSSELL FAMILY FOUNDATION
 RAMPART INVESTMENT MANAGEMENT CO.

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	BASIS COST	GAIN/LOSS
<u>SHORT TERM CAPITAL GAINS AND LOSSES</u>				
MAXIM INTEGRATED PRODS COM STK CALL OPTN EXP 11/16/02 W/STRK PR \$55.00 PER SHR	CONTRACTS: SOLD 07-18-02 50.00 REPURCHASED 09-12-02	11,844.08	300.00	11,544.08
MAXIM INTEGRATED PRODS COM STK CALL OPTN EXP 11/16/02 W/STRK PR \$55.00 PER SHR	CONTRACTS: SOLD 07-18-02 85.00 REPURCHASED 09-17-02	20,134.94	525.00	19,609.94
PAYCHEX INC COM STK CALL OPTION EXP 09/21/02 W/STRK PR \$30.00 PER SHR	CONTRACTS: SOLD 07-12-02 75.00 EXPIRED 09-21-02	12,787.10	0.00	12,787.10
ELECTRONIC DATA SYS COM STK CALL OPTION EXP 12/21/02 W/STRK PR \$45.00 PER SHR	CONTRACTS: SOLD 07-16-02 75.00 REPURCHASED 09-20-02	12,412.12	465.00	11,947.12
LST EUR S&P 500 INDX JUN 800 PUT OPTION EXP 06/21/03 W/STRK PR \$800.00 PER SHR				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CARRYING VALUE:	09-26-02 SOLD	347,784.00	157,656.00	190,128.00
ALCOA INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$32.50 PER SHR	04-04-04 SOLD	627.48	45.00	582.48
CONTRACTS:	11-15-02 REPURCHASED			
SIEBEL SYSTEMS INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$12.50 PER SHR	07-30-02 SOLD	12,049.62	615.00	11,434.62
CONTRACTS:	10-07-02 REPURCHASED			
XILINX INC COM STK CALL OPTION EXP 12/21/02 W/STK PR \$32.50 PER SHR	07-12-02 SOLD	16,009.90	735.00	15,274.90
CONTRACTS:	10-08-02 REPURCHASED			
ALCOA INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$32.50 PER SHR	07-15-02 SOLD	6,902.29	369.75	6,532.54
CONTRACTS:	10-08-02 REPURCHASED			
JOHNSON & JOHNSON COM STK CALL OPTION 55 EXP 10/19/02 W/STK \$55.00 PER SHARE				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
PIXAR INC COM STK CALL OPTION EXP 10/19/02 W/STK PR \$45.00 PER SHR	SOLD 07-17-02 REPURCHASED 10-15-02	100.00 19,049.41	41,298.00	22,248.59-
CONTRACTS:				
WELLS FARGO COM STK CALL OPTION JAN3 55 EXP 01/18/03 W/STK \$55.00 PER SHARE	SOLD 07-12-02 REPURCHASED 10-17-02	65.00 14,332.06	7,767.50	6,564.56
CONTRACTS:				
CHEVRON TEXACO COM STK CALL OPTION 90'S EXP 12/21/02 W/STK \$90.00 PER SHARE	SOLD 07-30-02 REPURCHASED 10-17-02	14.00 1,655.87	1,758.00	102.13-
CONTRACTS:				
BANK OF AMERICA CORP COM STK CALL OPTION EXP 01/18/03 W/STK PR \$80.00 PER SHR	SOLD 07-16-02 REPURCHASED 10-17-02	7.00 945.47	232.00	713.47
CONTRACTS:				
ALBERTSONS INC COM STK CALL OPTION EXP 12/21/02 W/STK PR \$30.00 PER SHR	SOLD 07-12-02 REPURCHASED 10-17-02	15.00 3,091.85	1,657.50	1,434.35
CONTRACTS:				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
ABBOTT LABS COM STK CALL OPTION EXP 01/18/03 W/STRK PR \$37.50 PER SHR	CONTRACTS: SOLD 07-15-02 38.00 REPURCHASED 10-17-02	5,338.83	1,383.00	3,955.83
ALLSTATE CORP COM STK CALL OPTION EXP 01/18/03 W/STRK PR \$37.50 PER SHR	CONTRACTS: SOLD 07-15-02 19.00 REPURCHASED 10-17-02	3,552.51	15,285.50	11,732.99-
BAXTER INTL INC COM STK CALL OPTION EXP 02/22/03 W/STRK PR \$50.00 PER SHR	CONTRACTS: SOLD 07-15-02 22.00 REPURCHASED 10-17-02	3,465.77	7,799.00	4,333.23-
BURLINGTON RESOURCES COM STK CALL OPTION EXP 02/22/03 W/STRK PR \$42.50 PER SHR	CONTRACTS: SOLD 07-15-02 35.00 REPURCHASED 10-17-02	4,648.90	400.00	4,248.90
AMERICA EXPRESS CO COM STK CALL OPTION EXP 01/18/03 W/STRK PR \$40.00 PER SHR	CONTRACTS: SOLD 07-15-02 23.00 REPURCHASED 10-17-02	3,043.26	4,588.50	1,545.24-

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS: SOLD 07-15-02 15.00 REPURCHASED 10-17-02	15.00	2,257.43	1,732.50	524.93
CHUBB CORP COM STK CALL OPTION EXP 01/18/03 W/STK PR \$75.00 PER SHR				
CONTRACTS: SOLD 07-16-02 13.00 REPURCHASED 10-17-02	13.00	2,489.81	938.00	1,551.81
DUPONT E I DE NEMOURS COM STK CALL OPTN EXP 01/18/03 W/STK PR \$45.00 PER SHR				
CONTRACTS: SOLD 07-16-02 14.00 REPURCHASED 10-17-02	14.00	3,013.68	2,668.00	345.68
EXELON CORP COM STK CALL OPTION EXP 01/18/03 W/STK PR \$50.00 PER SHR				
CONTRACTS: SOLD 07-16-02 14.00 REPURCHASED 10-17-02	14.00	2,806.91	3,858.00	1,051.09-
NORDSTROM INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$20.00 PER SHR				
CONTRACTS: SOLD 07-17-02 29.00 REPURCHASED 10-17-02	29.00	4,799.35	4,625.50	173.85
VERIZON COMMNTNS COM STK CALL OPTION 35 EXP 01/18/03 W/STK \$35.00 PER SHARE				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS; SOLD 07-24-02 13.00 REPURCHASED 10-17-02	07-24-02 10-17-02	2,083.43	4,883.50	2,800.07-
AT & T COM STK CALL OPTION 1/03 10'S EXP 01/18/03 W/STK \$10.00 PER SHARE	08-05-02 10-17-02	3,414.21	11,033.00	7,618.79-
SCHLUMBERGER LTD COM STK CALL OPTION EXP 01/18/03 W/STK PR \$45.00 PER SHR	07-24-02 10-17-02	2,076.59	1,274.50	802.09
SOUTHWEST AIRLINES CO COM STK CALL OPTN EXP 01/18/03 W/STK PR \$15.00 PER SHR	07-31-02 10-17-02	4,665.61	5,537.84	872.23-
CONTRACTS; SOLD 09-12-02 26.00 REPURCHASED 10-17-02	09-12-02 10-17-02	2,482.92	536.04	1,946.88
ELEC DATA SYS COM STK CALL OPTION MAR 25 EXP 03/22/03 W/STK \$25.00 PER SHARE				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS: SOLD 09-20-02 5.00 REPURCHASED 10-17-02		527.48	270.00	257.48
JOHNSON & JOHNSON COM STK CALL OPTION 65 EXP 04/19/03 W/STK \$65.00 PER SHARE				
CONTRACTS: SOLD 10-15-02 30.00 REPURCHASED 10-17-02		7,361.96	8,085.00	723.04-
LST EUR S&P 500 INDX JUN 800 PUT OPTION EXP 06/21/03 W/STK \$800.00 PER SHR				
CARRYING VALUE: SOLD 10-18-02 100.00 ACQUIRED 07-03-02		509,050.00	328,450.00	180,600.00
INTEL CORP COM STK CALL OPTION EXP 10/19/02 W/STK \$17.50 PER SHR				
CONTRACTS: SOLD 07-10-02 190.00 EXPIRED 10-19-02		43,793.66	0.00	43,793.66
ARGENIX INC COM STK CALL OPTION EXP 10/19/02 W/STK \$7.50 PER SHR				
CONTRACTS: SOLD 07-12-02 85.00 EXPIRED 10-19-02		12,367.12	0.00	12,367.12
CISCO SYS INC COM STK CALL OPTION EXP 10/19/02 W/STK \$15.00 PER SHR				

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THE RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS: BAXTER INTL INC COM STK CALL OPTION EXP 02/22/03 W/STK PR \$50.00 PER SHR	SOLD 07-15-02 EXPIRED 10-19-02	16,157.00	0.00	16,157.00
CONTRACTS: DELPHI CORP COM STK CALL OPTION EXP 12/21/02 W/STK PR \$10.00 PER SHR	SOLD 07-15-02 REPURCHASED 10-18-02	19,923.88	915.00	19,008.88
CONTRACTS: CHEVRON TEXACO COM STK CALL OPTION 90'S EXP 12/21/02 W/STK \$90.00 PER SHARE	SOLD 09-12-02 REPURCHASED 10-21-02	954.97	75.00	879.97
CONTRACTS: CISCO SYSTEMS INC COM STK CALL OPTION EXP 04/19/03 W/STK PR \$12.50 PER SHR	SOLD 07-16-02 REPURCHASED 10-22-02	3,781.88	183.00	3,598.88
CARRYING VALUE: INTEL INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$15.00 PER SH	SOLD 10-29-02 ACQUIRED 10-25-02	5,249.84	5,600.00	350.16-

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THE RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS; A T & T WIRELESS SVCS COM STK CALL OPTN EXP 01/18/03 W/STK PR \$5.00 PER SHR	SOLD 10-21-02 REPURCHASED 10-28-02	3,637.38	7,612.50	3,975.12-
CONTRACTS; ALLSTATE CORP COM STK CALL OPTION EXP 01/18/03 W/STK PR \$37.50 PER SHR	SOLD 10-22-02 REPURCHASED 10-28-02	4,264.86	8,980.00	4,715.14-
CONTRACTS; BAXTER INTL INC COM STK CALL OPTION EXP 02/22/03 W/STK PR \$50.00 PER SHR	SOLD 07-15-02 REPURCHASED 10-31-02	3,623.31	8,383.50	4,760.19-
CONTRACTS; ELEC DATA SYS COM STK CALL OPTION MAR 25 EXP 03/22/03 W/STK \$25.00 PER SHARE	SOLD 07-15-02 REPURCHASED 10-31-02	664.13	30.00	634.13
CONTRACTS; ALBERTSONS INC COM STK CALL OPTION EXP 12/21/02 W/STK PR \$30.00 PER SHR	SOLD 09-20-02 REPURCHASED 10-31-02	2,109.93	640.00	1,469.93

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THE RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS, DELPHI CORP COM STK CALL OPTION EXP 12/21/02 W/STK PR \$10.00 PER SHR	07-15-02 11-01-02 SOLD REPURCHASED	21,355.34	912.00	20,443.34
CONTRACTS, INTEL CORP CAP COM STK CALL OPTION EXP 01/18/03 W/STK PR \$17.50 PER SHR	10-09-02 11-05-02 SOLD REPURCHASED	2,497.42	6,362.50	3,865.08-
CONTRACTS, SEIBEL SYSTEMS INC COM STK CALL OPTION EXP 05/17/03 W/STK PR \$7.50 PER SHR	08-28-02 11-05-02 SOLD REPURCHASED	1,215.46	66.00	1,149.46
CONTRACTS, PROGRESSIVE CORP., OHIO, COMMON STOCK, \$1 PAR	10-28-02 11-06-02 SOLD REPURCHASED	8,002.25	13,722.50	5,720.25-
CONTRACTS, DELPHI CORP COM STK CALL OPTION EXP 12/21/02 W/STK PR \$10.00 PER SHR	08-28-02 11-05-02 SOLD REPURCHASED	3,724.38	234.00	3,490.38
CONTRACTS, INTEL CORP CAP COM STK CALL OPTION EXP 01/18/03 W/STK PR \$17.50 PER SHR	10-09-02 11-05-02 SOLD REPURCHASED	3,159.90	5,090.00	1,930.10-

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; BANK ONE CORP COM STK CALL OPTION EXP 11/16/02 W/STK PR \$40.00 PER SH	SOLD 11-15-02 ACQUIRED 11-15-02	840,679.65	837,600.00	3,079.65
CONTRACTS; LST EUR S&P 500 INDX JUN 700 PUT OPTION EXP 06/21/03 W/STK PR \$700.00 PER SHR	SOLD 07-18-02 EXPIRED 11-16-02	14,184.56	0.00	14,184.56
CARRYING VALUE; ARGENIX INC COM STK CALL OPTION EXP 04/19/03 W/STK PR \$7.50 PER SHR	SOLD 11-19-02 ACQUIRED 09-25-02	69,864.00	192,216.00	122,352.00-
CONTRACTS; ALCOA INC COM STK CALL OPTION EXP 04/19/03 W/STK PR \$22.50 PER SHR	SOLD 10-21-02 REPURCHASED 11-19-02	7,214.77	15,270.00	8,055.23-
CONTRACTS; CISCO SYSTEMS INC COM STK CALL OPTION EXP 04/19/03 W/STK PR \$12.50 PER SHR	SOLD 10-08-02 REPURCHASED 11-26-02	1,492.45	4,717.50	3,225.05-

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS: SOLD 10-21-02 65.00 REPURCHASED 11-26-02	10-21-02	7,182.27	22,392.50	15,210.23-
CONTRACTS: SOLD 10-21-02 35.00 REPURCHASED 11-26-02	10-21-02	5,442.33	12,057.50	6,615.17-
CHUBB CORP COM STK CALL OPTION EXP 01/18/03 W/STK PR \$75.00 PER SHR	CONTRACTS: SOLD 07-16-02 57.00 REPURCHASED 12-05-02	10,916.88	342.00	10,574.88
AMERICAN INTL GRP COM STK CALL OPTION EXP 02/22/03 W/STK PR \$80.00 PER SHR	CONTRACTS: SOLD 07-12-02 40.00 REPURCHASED 12-05-02	6,619.80	680.00	5,939.80
AMGEN INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$45.00 PER SHR	CONTRACTS: SOLD 07-15-02 19.00 REPURCHASED 12-05-02	2,764.41	9,205.50	6,441.09-
DELL COMPUTER CORP COM STK CALL OPTION EXP 02/22/03 W/STK PR \$32.50 PER SHR	CONTRACTS: SOLD 07-16-02 24.00 REPURCHASED 12-05-02	4,210.20	1,752.00	2,458.20
WAL-MART STORES INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$55.00 PER SHR				

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THE RUSSELL FAMILY FOUNDATION
 RAMPART INVESTMENT MANAGEMENT CO.

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS: QUALCOMM INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$42.50 PER SHR	SOLD 07-24-02 REPURCHASED 12-05-02	3,189.90	3,690.00	500.10-
CONTRACTS: STILWELL FINCL INC COM STK CALL OPTION EXP 03/22/03 W/STK PR \$17.50 PER SHR	SOLD 07-29-02 REPURCHASED 12-05-02	904.47	1,840.50	936.03-
CONTRACTS: JUNIPER NETWORKS INC COM STK CALL OPTION EXP 01/18/03 W/STK PR \$10.00 PER SHR	SOLD 07-31-02 REPURCHASED 12-05-02	15,306.56	8,766.45	6,540.11
CONTRACTS: PAYCHEX INC COM STK CALL OPTION EXP 03/22/03 W/STK PR \$30.00 PER SHR	SOLD 08-01-02 REPURCHASED 12-05-02	9,239.71	5,840.00	3,399.71
CONTRACTS: PROGRESSIVE CORP COM STK CALL OPTION EXP 05/17/03 W/STK PR \$65.00 PER SHR	SOLD 09-18-02 REPURCHASED 12-05-02	6,614.79	11,592.75	4,977.96-

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS: PROGRESSIVE CORP COM STK CALL OPTION EXP 05/17/03 W/STK PR \$65.00 PER SHR	SOLD 11-18-02 REPURCHASED 12-05-02	5,869.32	4,925.31	944.01
CONTRACTS: AT & T COM STK CALL OPTION 1/03 10'S EXP 01/18/03 W/STK \$10.00 PER SHARE	SOLD 11-18-02 REPURCHASED 12-05-02	2,407.92	1,872.00	535.92
CONTRACTS: SCHWAB CHARLES CORP COM STK CALL OPTION EXP 12/21/02 W/STK PR \$10.00 PER SHR	SOLD 08-05-02 REPURCHASED 12-17-02	15,665.18	53,742.00	38,076.82-
CONTRACTS: NETWORK APPLIANCE CORP COM STK CALL OPTN EXP 12/21/02 W/STK PR \$12.50 PER SHR	SOLD 08-21-02 REPURCHASED 12-17-02	16,797.47	27,965.00	11,167.53-
CONTRACTS: DOM JONES & CO INC COM STK CALL OPTION EXP 12/21/02 W/STK PR \$45.00 PER SHR	SOLD 07-12-02 EXPIRED 12-21-02	31,541.53	0.00	31,541.53

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
CONTRACTS: DELPHI CORP COM STK CALL OPTION EXP 12/21/02 W/STK PR \$10.00 PER SHR	07-17-02 SOLD 12-21-02 EXPIRED	8,122.25	0.00	8,122.25
CONTRACTS: DELPHI CORP COM STK CALL OPTION EXP 12/21/02 W/STK PR \$10.00 PER SHR	08-28-02 SOLD 12-21-02 EXPIRED	2,762.91	0.00	2,762.91
CONTRACTS: DELPHI CORP COM STK CALL OPTION EXP 12/21/02 W/STK PR \$10.00 PER SHR	09-12-02 SOLD 12-21-02 EXPIRED	3,756.88	0.00	3,756.88
SUB-TOTAL		2,295,937.26	1,892,044.64	403,892.62
TOTAL SHORT TERM CAPITAL GAIN/LOSS-		2,295,937.26	1,892,044.64	403,892.62

END OF SALES SCHEDULE

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THE RUSSELL FAMILY FOUNDATION
RAMPART INVESTMENT MANAGEMENT CO.
FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

*** SUMMARY REPORT ***

SHORT TERM GAINS AND LOSSES

NET SHORT TERM CAPITAL GAINS AND LOSSES 403,892.62
TOTAL SHORT TERM CAPITAL GAINS AND LOSSES 403,892.62

The Northern Trust Company

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RE:

RUSSELL FAMILY FOUNDATION
SUFFOLK CAPITAL MANAGEMENT

EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
<u>SHORT TERM CAPITAL GAINS AND LOSSES</u>					
DEERE & CO., COMMON STOCK, \$1 PAR					
SHARES: 200.00	SOLD	01-02-02	8,755.77	7,557.22	1,198.55
	ACQUIRED	09-28-01			
SHARES: 200.00	SOLD	01-02-02	8,755.76	8,227.80	527.96
	ACQUIRED	10-12-01			
FLEETBOSTON FINL CORP COM STOCK					
SHARES: 300.00	SOLD	01-02-02	10,715.32	12,042.00	1,326.68-
	ACQUIRED	03-07-01			
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR					
SHARES: 500.00	SOLD	01-03-02	18,229.12	15,293.55	2,935.57
	ACQUIRED	11-05-01			
APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR					
SHARES: 100.00	SOLD	01-03-02	4,449.93	3,047.61	1,402.32
	ACQUIRED	10-05-01			
CABLEVISION NY GROUP CL A COM					

EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES: EOG RESOURCES INC COM	SOLD 01-03-02 ACQUIRED 05-22-01	23,883.49	29,401.40	5,517.91-
SHARES: MARATHON OIL CORP COM	SOLD 01-03-02 ACQUIRED 04-06-01	3,759.16	3,955.60	196.44-
SHARES: APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR	SOLD 01-03-02 ACQUIRED 03-08-01	14,663.47	14,789.75	126.28-
SHARES: MELLON FINL CORP COM	SOLD 01-04-02 ACQUIRED 10-10-01	4,561.37	3,047.61	1,513.76
SHARES: AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR	SOLD 01-04-02 ACQUIRED 03-12-01	19,474.70	21,075.00	1,600.30-

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EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; #REORG/CONOCO STK MERGER CONOCO PHILIPS SEC #2197269 RATE .4677 EFF 8/30/02	SOLD 01-07-02 ACQUIRED 11-05-01	7,562.70	6,117.92	1,445.28
SHARES; EOG RESOURCES INC COM	SOLD 01-07-02 ACQUIRED 03-12-01	14,016.28	15,330.00	1,313.72-
SHARES; MARATHON OIL CORP COM	SOLD 01-07-02 ACQUIRED 04-06-01	19,029.66	19,778.00	748.34-
SHARES; APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR	SOLD 01-07-02 ACQUIRED 03-08-01	14,914.77	14,789.75	125.02
SHARES; 400.00	SOLD 01-08-02 ACQUIRED 10-10-01	18,148.13	12,555.04	5,593.09
SHARES; 500.00	SOLD 01-08-02 ACQUIRED 11-12-01	22,685.16	19,118.35	3,566.81

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RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; BAXTER INTL INC COMMON STOCK	SOLD 01-08-02 ACQUIRED 11-15-01	9,074.06	7,896.00	1,178.06
SHARES; VIACOM COMMON STOCK CL B	SOLD 01-08-02 ACQUIRED 03-07-01	5,208.86	4,540.50	668.36
SHARES; #REORG/CONOCO STK MERGER CONOCO PHILIPS SEC #2197249 RATE .4677 EFF 8/30/02	SOLD 01-08-02 ACQUIRED 03-07-01	18,294.12	19,704.00	1,409.88-
SHARES; SHARES; SHARES; SHARES; SHARES;	SOLD 01-08-02 ACQUIRED 03-13-01 SOLD 01-08-02 ACQUIRED 09-19-01 SOLD 01-08-02 ACQUIRED 09-20-01	4,573.54 9,147.06 13,720.59 8,863.98	4,569.24 6,142.66 8,863.98	4.30 3,004.40 4,856.61
SHARES; SHARES; SHARES;	SOLD 01-09-02 ACQUIRED 03-12-01	5,548.19	6,132.00	583.81-

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; 200.00	SOLD 01-09-02 ACQUIRED 06-25-01	9,665.71	10,860.44	1,194.73-
SHARES; 400.00	SOLD 01-09-02 ACQUIRED 07-03-01	19,331.43	25,153.84	5,822.41-
SHARES; 400.00	SOLD 01-09-02 ACQUIRED 07-16-01	19,331.43	25,884.44	6,553.01-
SHARES; 300.00	SOLD 01-09-02 ACQUIRED 09-05-01	14,498.57	15,620.82	1,122.25-
SHARES; 100.00	SOLD 01-09-02 ACQUIRED 09-10-01	4,832.86	5,048.30	215.44-
VIACOM COMMON STOCK CL B				
SHARES; 300.00	SOLD 01-09-02 ACQUIRED 09-20-01	13,755.21	8,863.98	4,891.23
SHARES; 400.00	SOLD 01-09-02 ACQUIRED 11-20-01	18,340.28	17,251.32	1,088.96
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR				
SHARES; 100.00	SOLD 01-09-02 ACQUIRED 03-12-01	5,716.70	4,931.00	785.70
INTERNATIONAL BUSINESS MACHS CORP COM				

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RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
QUALCOMM INC COM	SHARES; SOLD 01-10-02 ACQUIRED 03-07-01	36,598.37	31,971.00	4,627.37
CATERPILLAR INC., COMMON STOCK, NO PAR	SHARES; SOLD 01-10-02 ACQUIRED 10-22-01	18,397.33	18,854.12	456.79-
SHARES; SOLD 01-10-02 ACQUIRED 10-05-01	200.00	9,198.66	8,096.12	1,102.54
SHARES; SOLD 01-10-02 ACQUIRED 12-28-01	100.00	4,599.33	5,243.81	644.48-
SHARES; SOLD 01-11-02 ACQUIRED 08-16-01	200.00	10,263.64	10,845.72	582.08-
SHARES; SOLD 01-11-02 ACQUIRED 08-17-01	100.00	5,131.82	5,434.60	302.78-
SHARES; SOLD 01-11-02 ACQUIRED 10-05-01	300.00	15,395.47	14,234.70	1,160.77
MEDIMMUNE INC COMMON STOCK				

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RE:

RUSSELL FAMILY FOUNDATION
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EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY			DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	800.00					
		SOLD	01-11-02	38,379.74	25,844.96	12,534.78
		ACQUIRED	03-19-01			
SHARES:	400.00					
		SOLD	01-11-02	19,189.87	12,020.92	7,168.95
		ACQUIRED	03-22-01			
FRANKLIN RES INC. COMMON STOCK,						
SHARES:	200.00					
		SOLD	01-14-02	7,056.21	8,522.92	1,466.71-
		ACQUIRED	03-07-01			
MASCO CORP. COMMON STOCK, \$1 PAR						
SHARES:	500.00					
		SOLD	01-15-02	12,487.56	12,026.80	460.76
		ACQUIRED	05-17-01			
SPRINT CORP COM						
SHARES:	2,100.00					
		SOLD	01-15-02	40,212.29	45,591.42	5,379.13-
		ACQUIRED	11-13-01			
SHARES:	200.00					
		SOLD	01-15-02	3,829.74	4,302.64	472.90-
		ACQUIRED	11-14-01			
CHUBB CORP, COMMON STOCK, \$1 PAR						
SHARES:	600.00					
		SOLD	01-16-02	39,908.76	40,299.84	391.08-
		ACQUIRED	12-14-01			

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EMPLOYER I/D NO. 91-165336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; MASCO CORP. COMMON STOCK, \$1 PAR	01-16-02 SOLD 01-10-02 ACQUIRED	6,651.46	6,699.86	48.40-
SHARES; SPRINT CORP COM	01-16-02 SOLD 05-21-01 ACQUIRED	12,215.56	11,886.50	329.06
SHARES; AMERICAN STD COS INC DEL COM	01-16-02 SOLD 12-06-01 ACQUIRED	9,371.61	10,493.15	1,121.54-
SHARES; AMERICAN STD COS INC DEL COM	01-17-02 SOLD 05-30-01 ACQUIRED	30,009.64	32,968.80	2,959.16-
SHARES; CHUBB CORP, COMMON STOCK, \$1 PAR	01-17-02 SOLD 05-25-01 ACQUIRED	12,028.99	13,118.90	1,089.91-
SHARES; AMERICAN STD COS INC DEL COM	01-16-02 SOLD 11-20-01 ACQUIRED	29,989.14	34,843.68	4,854.54-
SHARES; AMERICAN STD COS INC DEL COM	01-16-02 SOLD 05-21-01 ACQUIRED	1,600.00	1,600.00	

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RE:

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EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	300.00	SOLD 01-17-02 ACQUIRED 01-10-02	19,897.20	20,099.58	202.38-
MASCO CORP. COMMON STOCK, #1 PAR					
SHARES:	1,600.00	SOLD 01-17-02 ACQUIRED 05-21-01	39,774.28	38,036.80	1,737.48
MASCO CORP. COMMON STOCK, #1 PAR					
SHARES:	200.00	SOLD 01-18-02 ACQUIRED 05-21-01	5,010.74	4,754.60	256.14
AMERICAN STD COS INC DEL COM					
SHARES:	100.00	SOLD 01-22-02 ACQUIRED 06-04-01	6,120.05	6,668.85	548.80-
MASCO CORP. COMMON STOCK, #1 PAR					
SHARES:	700.00	SOLD 01-22-02 ACQUIRED 05-21-01	17,726.18	16,641.10	1,085.08
SHARES:	200.00	SOLD 01-22-02 ACQUIRED 07-26-01	5,064.62	4,999.58	65.04
AMERICAN STD COS INC DEL COM					

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RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
DEERE & CO., COMMON STOCK, #1 PAR	SOLD 01-23-02 ACQUIRED 06-04-01	6,066.87	6,668.85	601.98-
DEERE & CO., COMMON STOCK, #1 PAR	SOLD 01-23-02 ACQUIRED 10-19-01	21,051.83	18,924.80	2,127.03
DEERE & CO., COMMON STOCK, #1 PAR	SOLD 01-23-02 ACQUIRED 10-22-01	4,210.37	3,824.49	385.88
MORGAN STANLEY	SOLD 01-24-02 ACQUIRED 12-06-01	11,051.39	11,476.92	425.53-
QUALCOMM INC COM	SOLD 01-24-02 ACQUIRED 12-28-01	48,657.66	57,681.91	9,024.25-
FEDERATED DEPT STORES INC DEL COMMON STOCK	SOLD 01-24-02 ACQUIRED 01-02-02	26,540.54	30,343.80	3,803.26-

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RE:

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FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	200.00	SOLD	01-25-02	8,090.75	9,531.68	1,440.93-
		ACQUIRED	03-09-01			
PEPSICO INC COM						
SHARES:	500.00	SOLD	01-25-02	24,498.98	24,521.35	22.37-
		ACQUIRED	10-01-01			
SHARES:	400.00	SOLD	01-25-02	19,599.18	18,893.48	705.70
		ACQUIRED	10-19-01			
PFIZER INC., COMMON STOCK, \$.11 1/9 PAR						
SHARES:	900.00	SOLD	01-25-02	37,591.17	38,439.00	847.83-
		ACQUIRED	03-09-01			
CARDINAL HEALTH INC						
SHARES:	300.00	SOLD	01-28-02	20,153.54	21,496.74	1,343.20-
		ACQUIRED	08-03-01			
NORTHROP GRUMMAN CORP COM NORTHROP GRUMMAN CORP (HLDG CO)						
SHARES:	200.00	SOLD	01-28-02	21,190.92	17,835.40	3,355.52
		ACQUIRED	11-15-01			
PEPSICO INC COM						

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	SOLD 01-28-02	19,403.07	18,893.48	509.59
	ACQUIRED 10-19-01			
SHARES:	SOLD 01-28-02	24,253.83	23,830.20	423.63
	ACQUIRED 10-22-01			
SHARES:	SOLD 01-28-02	29,104.60	28,037.94	1,066.66
	ACQUIRED 12-11-01			
SPRINT CORP PCS COM SER 1				
SHARES:	SOLD 01-28-02	7,063.85	7,288.72	224.87-
	ACQUIRED 01-14-02			
SHARES:	SOLD 01-28-02	14,127.71	14,123.12	4.59
	ACQUIRED 01-24-02			
BECTON, DICKINSON AND CO., COMMON STOCK, #1 PAR				
SHARES:	SOLD 01-29-02	3,564.10	3,122.53	441.57
	ACQUIRED 05-21-01			
AMERICAN STD COS INC DEL COM				
SHARES:	SOLD 01-30-02	19,586.73	19,680.99	94.26-
	ACQUIRED 07-23-01			

#REORG/PHILLIPS PETROLEUM CO NAME CHANGE
 TO CONOCOPHILLIPS SEC #2197249 EFF
 8/30/02

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; AIR PRODUCTS AND CHEMICALS, INC., COMMON STOCK, \$1 PAR	SOLD 01-30-02 ACQUIRED 10-08-01	34,757.05	33,064.80	1,692.25
SHARES; ALCOA INC COM STK	SOLD 01-31-02 ACQUIRED 03-09-01	23,035.35	21,630.00	1,405.35
SHARES; ALCOA INC COM STK	SOLD 01-31-02 ACQUIRED 03-28-01	20,612.57	20,855.16	242.59-
SHARES; XCEL ENERGY INC COM	SOLD 01-31-02 ACQUIRED 05-15-01	78,481.22	90,548.40	12,067.18-
SHARES; ALCOA INC COM STK	SOLD 02-01-02 ACQUIRED 03-28-01	35,391.26	34,758.60	632.66
SHARES; CARDINAL HEALTH INC	SOLD 02-01-02 ACQUIRED 08-24-01	19,759.74	22,597.02	2,837.28-

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RE:

RUSSELL FAMILY FOUNDATION
SUFFOLK CAPITAL MANAGEMENT

EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	100.00	SOLD	02-01-02	6,586.58	6,905.86	319.28-
		ACQUIRED	09-17-01			
BECTON, DICKINSON AND CO., COMMON STOCK, \$1 PAR						
SHARES:	700.00	SOLD	02-01-02	25,450.70	21,857.71	3,592.99
		ACQUIRED	05-21-01			
XCEL ENERGY INC COM						
SHARES:	600.00	SOLD	02-01-02	15,689.10	18,109.68	2,420.58-
		ACQUIRED	05-15-01			
ALCOA INC COM STK						
SHARES:	400.00	SOLD	02-04-02	13,658.79	13,903.44	244.65-
		ACQUIRED	03-28-01			
#REORG AMERICAN HOME PRODUCTS N/C TO WYETH 2946508 EFF 3/11/02						
SHARES:	400.00	SOLD	02-04-02	25,489.53	25,943.88	454.35-
		ACQUIRED	01-23-02			
CALPINE CORP COM						

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	02-04-02	12,931.16	64,321.01	51,389.85-
SHARES:	05-31-01			
ACQUIRED	02-04-02	10,941.75	53,104.04	42,162.29-
SHARES:	02-04-02	994.71	4,662.07	3,667.36-
SHARES:	02-04-02			
ACQUIRED	06-04-01			
SHARES:	02-04-02	20,803.04	24,146.24	3,343.20-
SHARES:	02-04-02			
ACQUIRED	05-15-01			
SHARES:	02-05-02	18,520.24	17,304.00	1,216.24
SHARES:	02-05-02			
ACQUIRED	03-09-01			
SHARES:	02-05-02	13,038.60	13,811.72	773.12-
SHARES:	02-05-02			
ACQUIRED	09-17-01			
SHARES:	02-05-02	32,596.51	32,038.00	558.51
SHARES:	02-05-02			
ACQUIRED	11-01-01			

DESCRIPTION OF PROPERTY

DATE SOLD/
ACQUIRED

SALES
PROCEEDS

COST
BASIS

GAIN/LOSS

XCEL ENERGY INC COM

AIR PRODUCTS AND CHEMICALS, INC.,
 COMMON STOCK, \$1 PAR

CARDINAL HEALTH INC

SECTION, DICKINSON AND CO., COMMON STOCK,
 \$1 PAR

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RE:

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ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	200.00	SOLD	02-05-02	7,219.25	6,245.06	974.19
		ACQUIRED	05-21-01			
JOHNSON & JOHNSON COMMON STOCK #1 PAR						
SHARES:	700.00	SOLD	02-05-02	38,697.02	33,624.22	5,072.80
		ACQUIRED	03-09-01			
AIR PRODUCTS AND CHEMICALS, INC., COMMON STOCK, #1 PAR						
SHARES:	300.00	SOLD	02-06-02	13,761.78	12,978.00	783.78
		ACQUIRED	03-09-01			
CARDINAL HEALTH INC						
SHARES:	200.00	SOLD	02-06-02	12,787.49	12,815.20	27.71-
		ACQUIRED	11-01-01			
SHARES:	400.00	SOLD	02-06-02	25,574.97	24,534.44	1,040.53
		ACQUIRED	11-08-01			
CALPINE CORP COM						
SHARES:	100.00	SOLD	02-06-02	743.57	4,662.07	3,918.50-
		ACQUIRED	06-04-01			
SHARES:	400.00	SOLD	02-06-02	2,974.27	17,362.68	14,388.41-
		ACQUIRED	06-05-01			

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	2,400.00	SOLD 02-06-02 ACQUIRED 06-06-01	17,845.65	103,817.52	85,971.87-
SHARES:	200.00	SOLD 02-06-02 ACQUIRED 06-21-01	1,487.14	7,539.60	6,052.46-
SHARES:	300.00	SOLD 02-06-02 ACQUIRED 06-22-01	2,230.70	11,451.00	9,220.30-
SHARES:	300.00	SOLD 02-06-02 ACQUIRED 06-28-01	2,230.71	11,667.54	9,436.83-
SHARES:	300.00	SOLD 02-06-02 ACQUIRED 06-29-01	2,230.71	11,413.50	9,182.79-
SHARES:	300.00	SOLD 02-06-02 ACQUIRED 07-03-01	2,230.70	11,499.27	9,268.57-
SHARES:	400.00	SOLD 02-06-02 ACQUIRED 07-12-01	2,974.28	17,306.28	14,332.00-
SHARES:	500.00	SOLD 02-06-02 ACQUIRED 08-08-01	3,717.84	15,363.75	11,645.91-
SHARES:	400.00	SOLD 02-06-02 ACQUIRED 08-21-01	2,974.27	11,887.56	8,913.29-
SHARES:	100.00	SOLD 02-06-02 ACQUIRED 09-18-01	743.57	2,576.00	1,832.43-

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ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	300.00	SOLD 02-06-02 ACQUIRED 09-26-01	2,230.71	6,542.01	4,311.30-
SHARES:	800.00	SOLD 02-06-02 ACQUIRED 11-07-01	5,948.55	19,283.12	13,334.57-
SHARES:	200.00	SOLD 02-06-02 ACQUIRED 11-14-01	1,487.13	5,573.24	4,086.11-
SHARES:	300.00	SOLD 02-06-02 ACQUIRED 11-15-01	2,230.71	8,051.25	5,820.54-
SHARES:	400.00	SOLD 02-06-02 ACQUIRED 11-21-01	2,974.27	9,607.92	6,633.65-
SHARES:	500.00	SOLD 02-06-02 ACQUIRED 11-26-01	3,717.85	11,972.80	8,254.95-
SHARES:	200.00	SOLD 02-06-02 ACQUIRED 11-30-01	1,487.13	4,366.02	2,878.89-
SHARES:	200.00	SOLD 02-06-02 ACQUIRED 12-03-01	1,487.14	4,010.00	2,522.86-
SHARES:	600.00	SOLD 02-06-02 ACQUIRED 12-04-01	4,461.41	11,583.06	7,121.65-
SHARES:	200.00	SOLD 02-06-02 ACQUIRED 12-07-01	1,487.14	4,351.30	2,864.16-

RUSSELL FAMILY FOUNDATION
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES: 500.00	SOLD 02-06-02 ACQUIRED 12-07-01	3,717.84	10,491.15	6,773.31-
SHARES: 800.00	SOLD 02-06-02 ACQUIRED 12-10-01	5,948.55	14,503.84	8,555.29-
SHARES: 400.00	SOLD 02-06-02 ACQUIRED 12-17-01	2,974.28	5,173.48	2,199.20-
SHARES: 900.00	SOLD 02-06-02 ACQUIRED 12-18-01	6,692.11	12,592.08	5,899.97-
SHARES: 1,400.00	SOLD 02-06-02 ACQUIRED 12-20-01	10,409.98	20,677.02	10,267.04-
FLEXTRONICS INTERNATIONAL LTD COM STK				
SHARES: 2,600.00	SOLD 02-06-02 ACQUIRED 11-12-01	48,697.26	57,294.64	8,597.38-
SHARES: 500.00	SOLD 02-06-02 ACQUIRED 11-14-01	9,364.86	11,833.25	2,468.39-
SHARES: 600.00	SOLD 02-06-02 ACQUIRED 11-15-01	11,237.83	14,068.98	2,831.15-
SCHERING-PLOUGH CORP. COMMON STOCK, #1 PAR				

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01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	1,500.00	SOLD	02-06-02	47,491.68	48,953.85	1,462.17-
		ACQUIRED	02-05-02			
XCEL ENERGY INC COM						
SHARES:	500.00	SOLD	02-06-02	12,482.41	15,091.40	2,608.99-
		ACQUIRED	05-15-01			
FLEXTRONICS INTERNATIONAL LTD COM STK						
SHARES:	200.00	SOLD	02-07-02	3,804.30	4,689.66	885.36-
		ACQUIRED	11-15-01			
SHARES:	400.00	SOLD	02-07-02	7,608.61	9,238.88	1,630.27-
		ACQUIRED	11-20-01			
SHARES:	1,000.00	SOLD	02-07-02	19,021.51	22,893.50	3,871.99-
		ACQUIRED	11-21-01			
SHARES:	500.00	SOLD	02-07-02	9,510.75	13,863.80	4,353.05-
		ACQUIRED	12-07-01			
SHARES:	500.00	SOLD	02-07-02	9,510.76	13,623.90	4,113.14-
		ACQUIRED	12-11-01			
ALCOA INC COM STK						
SHARES:	400.00	SOLD	02-08-02	13,606.15	13,903.44	297.29-
		ACQUIRED	03-28-01			
BECTON, DICKINSON AND CO., COMMON STOCK, \$1 PAR						

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES, FLEXTRONICS INTERNATIONAL LTD COM STK	SOLD 02-08-02 ACQUIRED 05-21-01	14,384.58	12,490.12	1,894.26
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-20-01	9,458.66	11,746.25	2,287.59-
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 03-09-01	56,156.46	48,034.60	8,121.86
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 03-27-01	33,693.87	24,640.98	9,052.89
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-19-01	18,917.32	24,596.60	5,679.28-
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-18-01	17,025.58	22,970.07	5,944.49-
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-14-01	17,025.58	23,654.97	6,629.39-
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-12-01	7,566.93	10,845.76	3,278.83-
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-12-01	900.00	900.00	0.00
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-18-01	900.00	900.00	0.00
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-19-01	1,000.00	1,000.00	0.00
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 12-20-01	500.00	500.00	0.00
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 03-09-01	1,000.00	1,000.00	0.00
SHARES, JOHNSON & JOHNSON COMMON STOCK #1 PAR	SOLD 02-08-02 ACQUIRED 03-27-01	600.00	600.00	0.00

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FEDERAL SCHEDULE OF GAINS AND LOSSES
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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; BECTON, DICKINSON AND CO., COMMON STOCK, #1 PAR	SOLD 02-08-02 ACQUIRED 01-09-02	39,309.52	40,223.19	913.67-
SHARES; MARATHON OIL CORP COM	SOLD 02-11-02 ACQUIRED 05-21-01	43,261.15	37,470.36	5,790.79
SHARES; PFIZER INC., COMMON STOCK, #.11 1/9 PAR	SOLD 02-11-02 ACQUIRED 03-08-01	27,445.38	29,579.50	2,134.12-
SHARES; PRAXAIR INC COMMON STOCK	SOLD 02-11-02 ACQUIRED 03-09-01	36,531.62	38,439.00	1,907.38-
SHARES; BECTON, DICKINSON AND CO., COMMON STOCK, #1 PAR	SOLD 02-11-02 ACQUIRED 03-09-01	17,309.74	14,715.00	2,594.74
SHARES; BECTON, DICKINSON AND CO., COMMON STOCK, #1 PAR	SOLD 02-12-02 ACQUIRED 05-21-01	40,426.15	34,347.83	6,078.32

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 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	300.00	SOLD	02-12-02	11,025.32	9,886.95	1,138.37
		ACQUIRED	11-12-01			
SHARES:	200.00	SOLD	02-12-02	7,350.21	6,426.62	923.59
		ACQUIRED	11-19-01			
SHARES:	500.00	SOLD	02-12-02	18,375.52	16,034.30	2,341.22
		ACQUIRED	11-20-01			
FEDERATED DEPT STORES INC DEL COMMON STOCK						
SHARES:	700.00	SOLD	02-12-02	27,860.91	33,360.88	5,499.97-
		ACQUIRED	03-09-01			
GENERAL ELEC CO COM						
SHARES:	1,600.00	SOLD	02-12-02	59,813.02	73,648.00	13,834.98-
		ACQUIRED	03-07-01			
MARATHON OIL CORP COM						
SHARES:	500.00	SOLD	02-12-02	13,692.09	14,789.75	1,097.66-
		ACQUIRED	03-08-01			
AMERICAN STD COS INC DEL COM						
SHARES:	400.00	SOLD	02-13-02	24,226.59	26,127.92	1,901.33-
		ACQUIRED	07-24-01			
FHLMC COM						

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01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	100.00	SOLD	02-13-02	6,524.00	6,491.00	33.00
		ACQUIRED	03-12-01			
PRAXAIR INC COMMON STOCK						
SHARES:	300.00	SOLD	02-13-02	17,227.30	14,715.00	2,512.30
		ACQUIRED	03-09-01			
BAXTER INTL INC COMMON STOCK						
SHARES:	400.00	SOLD	02-14-02	22,480.02	18,162.00	4,318.02
		ACQUIRED	03-07-01			
ADELPHIA COMMUNICATIONS CORP CL A						
SHARES:	500.00	SOLD	02-15-02	10,018.89	13,562.85	3,543.96-
		ACQUIRED	01-25-02			
GENERAL ELEC CO COM						
SHARES:	500.00	SOLD	02-15-02	18,677.66	23,015.00	4,337.34-
		ACQUIRED	03-07-01			
NORTHROP GRUMMAN CORP COM NORTHROP GRUMMAN CORP (HLDG CO)						
SHARES:	200.00	SOLD	02-15-02	23,356.57	18,083.96	5,272.61
		ACQUIRED	11-16-01			

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<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	100.00	SOLD	02-15-02	11,678.28	9,326.22	2,352.06
		ACQUIRED	11-19-01			
MARATHON OIL CORP COM						
SHARES:	1,000.00	SOLD	02-19-02	27,377.38	29,579.50	2,202.12-
		ACQUIRED	03-08-01			
CABLEVISION NY GROUP CL A COM						
SHARES:	200.00	SOLD	02-20-02	6,890.55	11,760.56	4,870.01-
		ACQUIRED	05-22-01			
FHLMC COM						
SHARES:	400.00	SOLD	02-20-02	24,829.54	25,964.00	1,134.46-
		ACQUIRED	03-12-01			
FRANKLIN RES INC. COMMON STOCK,						
SHARES:	600.00	SOLD	02-20-02	23,420.40	25,568.76	2,148.36-
		ACQUIRED	03-07-01			
PRAXAIR INC COMMON STOCK						
SHARES:	400.00	SOLD	02-20-02	22,760.73	19,620.00	3,140.73
		ACQUIRED	03-09-01			
FHLMC COM						

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
FRANKLIN RES INC. COMMON STOCK, SHARES;	02-21-02 SOLD 03-12-01 ACQUIRED	49,453.09	51,928.00	2,474.91-
FRANKLIN RES INC. COMMON STOCK, SHARES;	02-21-02 SOLD 03-07-01 ACQUIRED	7,788.32	8,522.92	734.60-
FHLMC COM SHARES;	02-22-02 SOLD 03-12-01 ACQUIRED	12,404.47	12,982.00	577.53-
SHARES;	02-22-02 SOLD 01-22-02 ACQUIRED	18,606.71	20,535.66	1,928.95-
FRANKLIN RES INC. COMMON STOCK, SHARES;	02-22-02 SOLD 03-07-01 ACQUIRED	11,546.73	12,784.38	1,237.65-
GOLDMAN SACHS GROUP INC COM SHARES;	02-22-02 SOLD 03-08-01 ACQUIRED	15,767.72	18,474.00	2,706.28-
AMERICAN INTL GROUP INC COM SHARES;				

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RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	SOLD 02-25-02	35,463.52	37,955.75	2,492.23-
SHARES:	ACQUIRED 04-04-01			
SHARES:	SOLD 02-25-02	42,556.22	49,383.90	6,827.68-
SHARES:	ACQUIRED 05-11-01			
SHARES:	SOLD 02-25-02	7,092.70	7,555.00	462.30-
SHARES:	ACQUIRED 01-03-02			
BAXTER INTL INC COMMON STOCK				
SHARES:	SOLD 02-25-02	22,098.06	18,162.00	3,936.06
SHARES:	ACQUIRED 03-07-01			
EMC CORP COM				
SHARES:	SOLD 02-25-02	13,779.51	14,929.80	1,150.29-
SHARES:	ACQUIRED 10-30-01			
GOLDMAN SACHS GROUP INC COM				
SHARES:	SOLD 02-25-02	39,641.50	46,185.00	6,543.50-
SHARES:	ACQUIRED 03-08-01			
MERCK & CO, INC., COMMON STOCK, \$.02 7/9 PAR				
SHARES:	SOLD 02-25-02	91,167.28	92,808.90	1,641.62-
SHARES:	ACQUIRED 02-21-02			
GOLDMAN SACHS GROUP INC COM				

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; MERCK & CO. INC., COMMON STOCK, \$.02 7/9 PAR	SOLD 02-26-02 ACQUIRED 03-08-01	16,361.01	18,474.00	2,112.99-
SHARES; ALTERA CORP COM	SOLD 02-27-02 ACQUIRED 11-30-01	42,800.29	48,255.69	5,455.40-
SHARES; CHEVRONTXACO CORP COM	SOLD 02-27-02 ACQUIRED 12-04-01	18,342.98	20,896.83	2,553.85-
SHARES; CHEVRONTXACO CORP COM	SOLD 02-27-02 ACQUIRED 12-20-01	14,266.77	14,354.76	87.99-
SHARES; CHEVRONTXACO CORP COM	SOLD 02-27-02 ACQUIRED 11-02-01	16,893.40	17,581.12	687.72-
SHARES; CHEVRONTXACO CORP COM	SOLD 02-27-02 ACQUIRED 11-26-01	8,446.70	8,496.86	50.16-

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 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES: 300.00	SOLD	02-27-02	25,340.11	26,752.02	1,411.91-
	ACQUIRED	01-03-02			
CISCO SYS INC COMMON STOCK					
SHARES: 7,200.00	SOLD	02-27-02	110,886.25	155,383.92	44,497.67-
	ACQUIRED	03-09-01			
EMC CORP COM					
SHARES: 1,700.00	SOLD	02-27-02	20,105.77	21,150.55	1,044.78-
	ACQUIRED	10-30-01			
SHARES: 700.00	SOLD	02-27-02	8,278.84	9,532.39	1,253.55-
	ACQUIRED	12-27-01			
SHARES: 500.00	SOLD	02-27-02	5,913.46	8,085.00	2,171.54-
	ACQUIRED	01-30-02			
SHARES: 1,000.00	SOLD	02-27-02	11,826.92	15,135.90	3,308.98-
	ACQUIRED	02-04-02			
SHARES: 4,500.00	SOLD	02-27-02	53,221.15	63,136.80	9,915.65-
	ACQUIRED	02-08-02			
GOLDMAN SACHS GROUP INC COM					
SHARES: 100.00	SOLD	02-27-02	8,194.05	9,237.00	1,042.95-
	ACQUIRED	03-08-01			

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FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	400.00	SOLD	02-27-02	32,776.18	34,785.80	2,009.62-
		ACQUIRED	01-24-02			
ALTERA CORP COM						
SHARES:	200.00	SOLD	02-28-02	3,951.10	4,101.36	150.26-
		ACQUIRED	12-20-01			
SHARES:	500.00	SOLD	02-28-02	9,877.75	11,764.50	1,886.75-
		ACQUIRED	02-11-02			
SHARES:	500.00	SOLD	02-28-02	9,877.75	10,514.35	636.60-
		ACQUIRED	02-25-02			
SHARES:	500.00	SOLD	02-28-02	9,877.75	10,466.85	589.10-
		ACQUIRED	02-26-02			
FHLMC COM						
SHARES:	200.00	SOLD	02-28-02	12,743.19	13,690.44	947.25-
		ACQUIRED	01-22-02			
SHARES:	400.00	SOLD	02-28-02	25,486.37	27,138.72	1,652.35-
		ACQUIRED	01-24-02			
FRANKLIN RES INC. COMMON STOCK,						
SHARES:	500.00	SOLD	02-28-02	20,486.54	21,307.30	820.76-
		ACQUIRED	03-07-01			
ALCOA INC COM STK						

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; FHLMC COM	SOLD 03-01-02 ACQUIRED 03-28-01	40,361.69	38,234.46	2,127.23
SHARES; ORACLE CORPORATION COM	SOLD 03-01-02 ACQUIRED 01-24-02	32,141.86	33,923.40	1,781.54-
SHARES; PROCTER & GAMBLE CO., COMMON STOCK, NO PAR	SOLD 03-01-02 ACQUIRED 06-22-01	1,600.20	1,782.33	182.13-
SHARES; CABLEVISION NY GROUP CL A COM	SOLD 03-01-02 ACQUIRED 08-06-01	25,964.70	21,099.18	4,865.52
SHARES; LEAR CORP COM STK PAR #0.01	SOLD 03-04-02 ACQUIRED 05-30-01	7,395.05	11,431.64	4,036.59-
SHARES; ORACLE CORPORATION COM	SOLD 03-01-02 ACQUIRED 06-19-01	36,804.50	38,921.75	2,117.25-
SHARES; PROCTER & GAMBLE CO., COMMON STOCK, NO PAR	SOLD 03-01-02 ACQUIRED 06-22-01	1,600.20	1,782.33	182.13-
SHARES; CABLEVISION NY GROUP CL A COM	SOLD 03-04-02 ACQUIRED 05-23-01	3,697.52	5,865.51	2,167.99-
SHARES; LEAR CORP COM STK PAR #0.01	SOLD 03-04-02 ACQUIRED 05-30-01	7,395.05	11,431.64	4,036.59-

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<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	500.00	SOLD	03-04-02	23,797.14	17,579.85	6,217.29
		ACQUIRED	04-23-01			
MARATHON OIL CORP COM						
SHARES:	1,000.00	SOLD	03-04-02	28,203.87	29,579.50	1,375.63-
		ACQUIRED	03-08-01			
CABLEVISION NY GROUP CL A COM						
SHARES:	500.00	SOLD	03-05-02	18,729.02	28,579.10	9,850.08-
		ACQUIRED	05-30-01			
SHARES:	600.00	SOLD	03-05-02	22,474.81	33,531.54	11,056.73-
		ACQUIRED	05-31-01			
SHARES:	100.00	SOLD	03-05-02	3,745.81	5,851.66	2,105.85-
		ACQUIRED	07-19-01			
SHARES:	100.00	SOLD	03-05-02	3,745.80	4,791.74	1,045.94-
		ACQUIRED	08-14-01			
MARATHON OIL CORP COM						
SHARES:	700.00	SOLD	03-05-02	19,732.14	20,705.65	973.51-
		ACQUIRED	03-08-01			
AMERICAN STD COS INC DEL COM						

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	03-06-02 SOLD	6,830.16	6,621.45	208.71
SHARES:	03-06-02 SOLD	13,660.31	13,728.24	67.93-
SHARES:	03-06-02 SOLD	6,830.16	5,402.35	1,427.81
SHARES:	03-06-02 SOLD	13,660.31	10,530.58	3,129.73
CABLEVISION NY GROUP CL A COM				
SHARES:	03-06-02 SOLD	3,653.38	4,791.74	1,138.36-
SHARES:	03-06-02 SOLD	3,653.37	4,450.22	796.85-
MARATHON OIL CORP COM				
SHARES:	03-06-02 SOLD	25,096.48	26,621.55	1,525.07-
USA INTERACTIVE COM STOCK				
SHARES:	03-06-02 SOLD	9,220.63	6,720.00	2,500.63
AMERICAN STD COS INC DEL COM				
SHARES:	03-06-02 SOLD			
ACQUIRED	08-24-01			

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES, GENERAL ELEC CO COM	SOLD 03-07-02 ACQUIRED 10-16-01	6,796.75	5,908.67	888.08
SHARES, MARATHON OIL CORP COM	SOLD 03-07-02 ACQUIRED 03-07-01	8,106.27	9,206.00	1,099.73-
SHARES, VIACOM COMMON STOCK CL B	SOLD 03-07-02 ACQUIRED 03-08-01	25,704.24	26,621.55	917.31-
SHARES, GOLDMAN SACHS GROUP INC COM	SOLD 03-07-02 ACQUIRED 01-25-02	20,342.09	15,745.76	4,596.33
SHARES, MARATHON OIL CORP COM	SOLD 03-08-02 ACQUIRED 01-25-02	17,986.23	17,393.08	593.15
SHARES, MARATHON OIL CORP COM	SOLD 03-07-02 ACQUIRED 09-25-01	27,186.98	21,061.16	6,125.82

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES, VIACOM COMMON STOCK CL B	SOLD 03-08-02 ACQUIRED 03-08-01	11,291.03	11,831.80	590.77-
SHARES, AMERICAN STD COS INC DEL COM	SOLD 03-11-02 ACQUIRED 10-16-01	20,550.11	17,726.01	2,824.10
SHARES, GOLDMAN SACHS GROUP INC COM	SOLD 03-11-02 ACQUIRED 01-25-02	18,142.20	17,393.08	749.12
SHARES, GOLDMAN SACHS GROUP INC COM	SOLD 03-12-02 ACQUIRED 01-28-02	9,032.79	8,746.43	286.36
SHARES, VIACOM COMMON STOCK CL B	SOLD 03-08-02 ACQUIRED 01-25-02	15,046.30	11,809.32	3,236.98
SHARES, AMERICAN STD COS INC DEL COM	SOLD 03-08-02 ACQUIRED 01-28-02	5,015.43	3,972.13	1,043.30

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; UNITED TECHNOLOGIES CORP COM	SOLD 03-12-02 ACQUIRED 05-25-01	26,124.15	24,745.25	1,378.90
SHARES; CHUBB CORP, COMMON STOCK, \$1 PAR	SOLD 03-12-02 ACQUIRED 01-11-02	52,132.56	45,281.32	6,851.24
SHARES; GOLDMAN SACHS GROUP INC COM	SOLD 03-13-02 ACQUIRED 02-11-02	14,653.06	14,367.78	285.28
SHARES; LINCOLN NATIONAL CORP, COMMON STOCK NO PAR	SOLD 03-13-02 ACQUIRED 02-01-02	44,001.23	43,115.60	885.63
SHARES; CHUBB CORP, COMMON STOCK, \$1 PAR	SOLD 03-13-02 ACQUIRED 05-29-01	10,382.44	9,820.58	561.86

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; AOL TIME WARNER INC COM	03-14-02 SOLD	14,834.01	14,367.78	466.23
SHARES; AOL TIME WARNER INC COM	02-11-02 ACQUIRED			
SHARES; AOL TIME WARNER INC COM	03-14-02 SOLD	7,417.01	7,293.30	123.71
SHARES; AOL TIME WARNER INC COM	02-19-02 ACQUIRED			
SHARES; GOLDMAN SACHS GROUP INC COM	03-14-02 SOLD	15,541.26	25,625.04	10,083.78-
SHARES; GOLDMAN SACHS GROUP INC COM	07-19-01 ACQUIRED			
SHARES; LINCOLN NATIONAL CORP. COMMON STOCK NO PAR	03-14-02 SOLD	8,748.33	8,144.75	603.58
SHARES; LINCOLN NATIONAL CORP. COMMON STOCK NO PAR	02-06-02 ACQUIRED			
SHARES; AOL TIME WARNER INC COM	03-14-02 SOLD	5,206.17	4,910.29	295.88
SHARES; AOL TIME WARNER INC COM	05-29-01 ACQUIRED			
SHARES; AOL TIME WARNER INC COM	03-14-02 SOLD	5,206.17	5,075.86	130.31
SHARES; AOL TIME WARNER INC COM	03-14-02 SOLD	10,412.34	10,094.46	317.88
SHARES; AOL TIME WARNER INC COM	06-12-01 ACQUIRED			

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
MERCK & CO. INC., COMMON STOCK, \$.02 7/9 PAR	SOLD 03-15-02 ACQUIRED 07-19-01	20,951.52	34,166.72	13,215.20-
MERCK & CO. INC., COMMON STOCK, \$.02 7/9 PAR	SOLD 03-15-02 ACQUIRED 02-27-02	12,010.35	12,387.58	377.23-
MERCK & CO. INC., COMMON STOCK, \$.02 7/9 PAR	SOLD 03-18-02 ACQUIRED 02-27-02	47,233.37	49,550.32	2,316.95-
MERCK & CO. INC., COMMON STOCK, \$.02 7/9 PAR	SOLD 03-19-02 ACQUIRED 02-27-02	47,063.61	49,550.32	2,486.71-
DELL COMPUTER CORP COMMON STOCK	SOLD 03-21-02 ACQUIRED 05-09-01	23,981.03	22,447.53	1,533.50
HARTFORD FINL SVCS GROUP INC COM				

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 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	100.00	SOLD 03-21-02 ACQUIRED 06-05-01	6,660.24	6,780.11	119.87-
HARTFORD FINL SVCS GROUP INC COM					
SHARES:	400.00	SOLD 03-21-02 ACQUIRED 06-05-01	26,733.19	27,120.44	387.25-
DELL COMPUTER CORP COMMON STOCK					
SHARES:	900.00	SOLD 03-22-02 ACQUIRED 05-09-01	24,107.30	22,447.53	1,659.77
SHARES:	100.00	SOLD 03-22-02 ACQUIRED 06-13-01	2,678.59	2,623.10	55.49
DELL COMPUTER CORP COMMON STOCK					
SHARES:	600.00	SOLD 03-25-02 ACQUIRED 06-13-01	15,782.94	15,738.60	44.34
SHARES:	200.00	SOLD 03-25-02 ACQUIRED 06-18-01	5,260.98	4,817.74	443.24
SHARES:	800.00	SOLD 03-25-02 ACQUIRED 07-03-01	21,043.92	21,316.80	272.88-
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR					

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01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	500.00	SOLD	03-25-02	44,766.32	35,165.30	9,601.02
		ACQUIRED	08-06-01			
MEDTRONIC, INC., COMMON STOCK, \$.10 PAR						
SHARES:	400.00	SOLD	03-26-02	17,732.09	19,662.64	1,930.55-
		ACQUIRED	01-31-02			
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR						
SHARES:	300.00	SOLD	03-26-02	26,820.49	21,099.18	5,721.31
		ACQUIRED	08-06-01			
VIACOM COMMON STOCK CL B						
SHARES:	600.00	SOLD	03-26-02	29,437.35	23,832.78	5,604.57
		ACQUIRED	01-28-02			
VIACOM COMMON STOCK CL B						
SHARES:	1,300.00	SOLD	03-27-02	62,745.37	51,637.69	11,107.68
		ACQUIRED	01-28-02			
MEDTRONIC, INC., COMMON STOCK, \$.10 PAR						

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 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	300.00	SOLD	03-28-02	13,355.98	14,746.98	1,391.00-
		ACQUIRED	01-31-02			
SHARES:	800.00	SOLD	03-28-02	35,615.94	39,489.84	3,873.90-
		ACQUIRED	02-01-02			
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR						
SHARES:	500.00	SOLD	04-01-02	44,601.00	35,165.30	9,435.70
		ACQUIRED	08-06-01			
HARTFORD FINL SVCS GROUP INC COM						
SHARES:	100.00	SOLD	04-02-02	6,838.41	6,724.11	114.30
		ACQUIRED	06-11-01			
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR						
SHARES:	500.00	SOLD	04-02-02	44,632.15	35,165.30	9,466.85
		ACQUIRED	08-06-01			
SHARES:	200.00	SOLD	04-02-02	17,852.86	14,142.76	3,710.10
		ACQUIRED	08-07-01			
SHARES:	400.00	SOLD	04-02-02	35,705.73	30,001.44	5,704.29
		ACQUIRED	08-21-01			

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
HARTFORD FINL SVCS GROUP INC COM				
SHARES:	SOLD 04-02-02	17,852.86	14,366.26	3,486.60
	ACQUIRED 10-23-01			
MEDTRONIC, INC., COMMON STOCK, \$.10 PAR				
SHARES:	SOLD 04-03-02	13,649.37	10,323.34	3,326.03
	ACQUIRED 09-20-01			
SHARES:	SOLD 04-03-02	13,649.37	9,317.72	4,331.65
	ACQUIRED 09-21-01			
SHARES:	SOLD 04-03-02	13,649.36	10,826.08	2,823.28
	ACQUIRED 11-01-01			
SHARES:	SOLD 04-03-02	6,824.69	5,624.71	1,199.98
	ACQUIRED 11-09-01			
IVAX CORP COM				
SHARES:	SOLD 04-03-02	8,755.70	9,807.86	1,052.16-
	ACQUIRED 02-05-02			
SHARES:	SOLD 04-03-02	4,377.84	4,906.73	528.89-
	ACQUIRED 02-04-02			
SHARES:	SOLD 04-03-02	26,267.09	29,617.38	3,350.29-
	ACQUIRED 02-01-02			

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-04-02 ACQUIRED	1,834.54	2,861.00	1,026.46-
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-04-02 SOLD	275.00	6,314.20	2,278.20-
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-04-02 SOLD	17,521.47	19,615.72	2,094.25-
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-05-02 SOLD	8,795.13	9,807.86	1,012.73-
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-05-02 ACQUIRED	8,795.13	9,626.64	831.51-
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-08-02 SOLD	48,708.29	57,486.00	8,777.71-
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-16-01 ACQUIRED			
SHARES; VERIZON COMMUNICATIONS COM	04-05-02 SOLD			
SHARES; VERIZON COMMUNICATIONS COM	02-06-02 ACQUIRED			
SHARES; AMGEN INC COMMON STOCK	04-05-02 SOLD			
SHARES; AMGEN INC COMMON STOCK	04-16-01 ACQUIRED			

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; VERIZON COMMUNICATIONS COM	04-09-02 SOLD 11-14-01 ACQUIRED	39,833.42	40,437.25	603.83-
SHARES; VERIZON COMMUNICATIONS COM	04-09-02 SOLD 11-15-01 ACQUIRED	28,452.44	28,803.00	350.56-
SHARES; VERIZON COMMUNICATIONS COM	04-09-02 SOLD 12-17-01 ACQUIRED	17,071.46	17,364.39	292.93-
SHARES; VERIZON COMMUNICATIONS COM	04-09-02 SOLD 12-18-01 ACQUIRED	5,690.49	5,767.00	76.51-
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-09-02 SOLD 04-16-01 ACQUIRED	26,097.89	31,356.00	5,258.11-
SHARES; MEDTRONIC, INC., COMMON STOCK, \$.10 PAR	04-09-02 SOLD 04-17-01 ACQUIRED	17,398.59	20,990.68	3,592.09-
SHARES; VERIZON COMMUNICATIONS COM	04-10-02 SOLD 02-06-02 ACQUIRED	13,905.00	14,439.96	534.96-
SHARES; VERIZON COMMUNICATIONS COM	04-10-02 SOLD 02-07-02 ACQUIRED	9,270.00	9,566.60	296.60-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	04-10-02	12,848.79	15,743.01	2,894.22-
ACQUIRED	04-17-01			
SHARES:	04-10-02	12,848.79	16,048.17	3,199.38-
ACQUIRED	04-18-01			
SHARES:	04-10-02	17,131.72	21,284.52	4,152.80-
SOLD	04-10-02			
ACQUIRED	04-19-01			
JOHNSON & JOHNSON COMMON STOCK #1 PAR				
SHARES:	04-11-02	31,479.05	30,190.35	1,288.70
SOLD	04-11-02			
ACQUIRED	02-27-02			
MEDTRONIC, INC., COMMON STOCK, \$.10 PAR				
SHARES:	04-11-02	13,698.73	14,349.90	651.17-
SOLD	04-11-02			
ACQUIRED	02-07-02			
SHARES:	04-11-02	13,698.72	14,271.57	572.85-
SOLD	04-11-02			
ACQUIRED	02-11-02			
SHARES:	04-11-02	31,963.70	31,419.99	543.71
SOLD	04-11-02			
ACQUIRED	02-27-02			
FNMA COM STOCK				

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ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	400.00	SOLD	04-15-02	32,362.94	31,136.08	1,226.86
		ACQUIRED	12-07-01			
INTERNATIONAL BUSINESS MACHS CORP COM						
SHARES:	300.00	SOLD	04-15-02	25,691.62	29,703.12	4,011.50-
		ACQUIRED	04-17-01			
SHARES:	200.00	SOLD	04-15-02	17,127.74	20,432.30	3,304.56-
		ACQUIRED	07-10-01			
VERIZON COMMUNICATIONS COM						
SHARES:	200.00	SOLD	04-15-02	8,314.19	10,642.26	2,328.07-
		ACQUIRED	04-19-01			
SHARES:	700.00	SOLD	04-15-02	29,099.66	37,142.00	8,042.34-
		ACQUIRED	04-20-01			
INTEL CORP CAPITAL STOCK \$.001 PAR						
SHARES:	1,200.00	SOLD	04-16-02	35,120.06	40,806.60	5,686.54-
		ACQUIRED	02-04-02			
VERIZON COMMUNICATIONS COM						
SHARES:	800.00	SOLD	04-16-02	33,968.73	42,448.00	8,479.27-
		ACQUIRED	04-20-01			

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<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	100.00	SOLD 04-16-02 ACQUIRED 02-26-02	4,246.09	4,697.46	451.37-
FNMA COM STOCK					
SHARES:	300.00	SOLD 04-17-02 ACQUIRED 12-07-01	24,251.60	23,352.06	899.54
SHARES:	400.00	SOLD 04-17-02 ACQUIRED 12-10-01	32,335.46	31,493.08	842.38
SHARES:	300.00	SOLD 04-17-02 ACQUIRED 12-17-01	24,251.60	23,253.93	997.67
SHARES:	100.00	SOLD 04-17-02 ACQUIRED 01-07-02	8,083.86	7,718.49	365.37
SHARES:	100.00	SOLD 04-17-02 ACQUIRED 01-16-02	8,083.87	8,228.60	144.73-
FNMA COM STOCK					
SHARES:	1,000.00	SOLD 04-18-02 ACQUIRED 01-16-02	80,071.98	82,286.00	2,214.02-
FNMA COM STOCK					
SHARES:	300.00	SOLD 04-19-02 ACQUIRED 01-16-02	24,013.67	24,685.80	672.13-
FOOT LOCKER INC COM					

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	04-23-02 SOLD	9,633.96	9,012.54	621.42
QUALCOMM INC COM	04-23-02 SOLD	28,713.54	37,859.22	9,145.68-
SHARES:	04-23-02 SOLD	15,951.97	17,982.15	2,030.18-
USA INTERACTIVE COM STOCK	04-23-02 SOLD	15,950.01	11,200.00	4,750.01
SHARES:	08-24-01 ACQUIRED			
HEWLETT PACKARD CO COM	04-24-02 SOLD	15,663.67	19,001.70	3,338.03-
SHARES:	11-29-01 ACQUIRED			
SHARES:	04-24-02 SOLD	8,702.03	10,828.50	2,126.47-
SHARES:	12-03-01 ACQUIRED			
SHARES:	04-24-02 SOLD	15,663.67	19,937.07	4,273.40-
SHARES:	12-04-01 ACQUIRED			
SHARES:	04-24-02 SOLD	12,182.85	16,059.96	3,877.11-
SHARES:	12-05-01 ACQUIRED			

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; USA INTERACTIVE COM STOCK	04-24-02 SOLD	46,577.94	33,600.00	12,977.94
SHARES; USA INTERACTIVE COM STOCK	08-24-01 ACQUIRED			
SHARES; HEWLETT PACKARD CO COM	04-25-02 SOLD	15,416.44	18,783.99	3,367.55-
SHARES; HEWLETT PACKARD CO COM	12-31-01 ACQUIRED			
SHARES; HEWLETT PACKARD CO COM	04-25-02 SOLD	15,416.45	20,760.84	5,344.39-
SHARES; HEWLETT PACKARD CO COM	01-07-02 ACQUIRED			
SHARES; HEWLETT PACKARD CO COM	04-25-02 SOLD	17,129.38	23,037.00	5,907.62-
SHARES; HEWLETT PACKARD CO COM	01-08-02 ACQUIRED			
SHARES; HEWLETT PACKARD CO COM	04-25-02 SOLD	3,425.87	4,679.46	1,253.59-
SHARES; HEWLETT PACKARD CO COM	01-10-02 ACQUIRED			
SHARES; 1,700.00	04-24-02 SOLD	29,586.93	35,508.92	5,921.99-
SHARES; 1,000.00	12-27-01 ACQUIRED			
SHARES; 1,000.00	04-24-02 SOLD	17,404.07	20,891.40	3,487.33-
SHARES; 1,000.00	12-28-01 ACQUIRED			
SHARES; 200.00	04-24-02 SOLD	3,480.82	4,174.22	693.40-
SHARES; 200.00	12-31-01 ACQUIRED			

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<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	600.00	SOLD 04-25-02 ACQUIRED 01-11-02	10,277.63	13,715.82	3,438.19-
SHARES:	700.00	SOLD 04-25-02 ACQUIRED 02-04-02	11,990.57	15,837.36	3,846.79-
SHARES:	1,000.00	SOLD 04-25-02 ACQUIRED 02-25-02	17,129.38	19,978.60	2,849.22-
SHARES:	600.00	SOLD 04-25-02 ACQUIRED 03-15-02	10,277.63	11,816.28	1,538.65-
SHARES:	500.00	SOLD 04-25-02 ACQUIRED 03-19-02	8,564.69	9,400.00	835.31-
SHARES:	1,300.00	SOLD 04-25-02 ACQUIRED 03-21-02	22,268.20	24,012.82	1,744.62-
BRISTOL MYERS SQUIBB CO COMMON STOCK					
SHARES:	4,000.00	SOLD 04-26-02 ACQUIRED 12-18-01	116,690.88	203,158.00	86,467.12-
BRISTOL MYERS SQUIBB CO COMMON STOCK					
SHARES:	400.00	SOLD 04-29-02 ACQUIRED 01-09-02	11,631.84	20,051.48	8,419.64-
ORACLE CORPORATION COM					

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	04-30-02 SOLD	23,309.80	40,993.59	17,683.79-
SHARES:	04-30-02 SOLD	45,606.12	77,976.00	32,369.88-
SHARES:	04-30-02 SOLD	20,269.39	36,664.80	16,395.41-
SHARES:	04-30-02 SOLD	9,121.23	17,526.69	8,405.46-
TEXTRON, INC., COMMON STOCK, \$.25 PAR				
SHARES:	04-30-02 SOLD	14,793.27	16,067.79	1,274.52-
ORACLE CORPORATION COM				
SHARES:	05-01-02 SOLD	1,860.16	3,894.82	2,034.66-
SHARES:	05-01-02 SOLD	10,230.90	17,704.50	7,473.60-
SHARES:	05-01-02 SOLD	9,300.82	15,653.20	6,352.38-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; 500.00	05-01-02 SOLD 01-30-02 ACQUIRED	4,650.41	8,138.05	3,487.64-
SHARES; 1,700.00	05-01-02 SOLD 02-01-02 ACQUIRED	15,811.39	28,734.76	12,923.37-
SHARES; 3,300.00	05-01-02 SOLD 03-26-02 ACQUIRED	36,692.70	42,537.66	11,844.96-
SHARES; 2,000.00	05-01-02 SOLD 04-15-02 ACQUIRED	18,601.64	22,894.80	4,293.16-
TEXTRON, INC., COMMON STOCK, \$.25 PAR SHARES; 300.00	05-01-02 SOLD 12-05-01 ACQUIRED	14,748.81	12,016.65	2,732.16
ABERCROMBIE & FITCH CO CL A SHARES; 800.00	05-02-02 SOLD 02-04-02 ACQUIRED	24,646.29	19,985.92	4,660.37
SHARES; 700.00	05-02-02 SOLD 02-05-02 ACQUIRED	21,565.51	17,096.38	4,469.13
TEXTRON, INC., COMMON STOCK, \$.25 PAR SHARES; 600.00	05-02-02 SOLD 02-12-02 ACQUIRED	29,616.30	26,153.10	3,463.20
BRISTOL MYERS SQUIBB CO COMMON STOCK				

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES;	05-03-02 SOLD	2,899.06	5,012.87	2,113.81-
SHARES;	05-03-02 SOLD	17,394.38	26,653.32	9,258.94-
SHARES;	01-31-02 ACQUIRED			
SHARES;	05-03-02 SOLD	14,495.31	22,081.75	7,586.44-
SHARES;	02-06-02 ACQUIRED			
SHARES;	05-03-02 SOLD	28,990.62	32,061.90	3,071.28-
SHARES;	04-09-02 ACQUIRED			
HONEYWELL INTL INC COM STK				
SHARES;	05-06-02 SOLD	7,390.37	6,603.60	786.77
SHARES;	12-21-01 ACQUIRED			
HONEYWELL INTL INC COM STK				
SHARES;	05-07-02 SOLD	32,844.50	29,716.20	3,128.30
SHARES;	12-21-01 ACQUIRED			
JOHNSON & JOHNSON COMMON STOCK #1 PAR				
SHARES;	05-07-02 SOLD	79,787.70	78,494.91	1,292.79
SHARES;	02-27-02 ACQUIRED			
SHARES;	05-07-02 SOLD	42,962.60	42,742.28	220.32
SHARES;	05-07-02 SOLD			
AGILENT TECHNOLOGIES INC COM				
SHARES;	03-01-02 ACQUIRED			

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<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	1,100.00	SOLD 05-09-02 ACQUIRED 04-16-02	32,066.89	36,781.36	4,714.47-
SHARES:	300.00	SOLD 05-09-02 ACQUIRED 04-18-02	8,745.51	10,264.92	1,519.41-
IVAX CORP COM					
SHARES:	200.00	SOLD 05-09-02 ACQUIRED 01-04-02	2,155.24	3,757.20	1,601.96-
QUALCOMM INC COM					
SHARES:	1,500.00	SOLD 05-09-02 ACQUIRED 04-15-02	43,049.00	53,946.45	10,897.45-
AGILENT TECHNOLOGIES INC COM					
SHARES:	600.00	SOLD 05-10-02 ACQUIRED 04-18-02	17,052.14	20,529.84	3,477.70-
FOOT LOCKER INC COM					
SHARES:	200.00	SOLD 05-10-02 ACQUIRED 01-17-02	2,859.91	3,004.18	144.27-
AGILENT TECHNOLOGIES INC COM					

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; AGILENT TECHNOLOGIES INC COM	SOLD 05-13-02 ACQUIRED 04-18-02	11,403.61	13,686.56	2,282.95-
SHARES; FOOT LOCKER INC COM	SOLD 05-14-02 ACQUIRED 04-19-02	26,979.74	31,633.83	4,654.09-
SHARES; FOOT LOCKER INC COM	SOLD 05-14-02 ACQUIRED 01-17-02	22,254.20	24,033.44	1,779.24-
SHARES; FOOT LOCKER INC COM	SOLD 05-14-02 ACQUIRED 01-18-02	1,390.89	1,512.18	121.29-
SHARES; FOOT LOCKER INC COM	SOLD 05-15-02 ACQUIRED 01-18-02	16,668.21	18,146.16	1,477.95-
SHARES; ADL TIME WARNER INC COM	SOLD 05-15-02 ACQUIRED 02-25-02	2,778.04	3,278.06	500.02-
SHARES; ADL TIME WARNER INC COM	SOLD 05-16-02 ACQUIRED 07-19-01	11,382.02	25,625.04	14,243.02-

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; EOG RESOURCES INC COM	SOLD 05-16-02 ACQUIRED 09-10-01	28,455.03	48,480.00	20,024.97-
SHARES; EOG RESOURCES INC COM	SOLD 05-16-02 ACQUIRED 09-17-01	3,794.01	6,141.30	2,347.29-
SHARES; APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR	SOLD 05-16-02 ACQUIRED 08-14-01	8,632.92	6,659.10	1,973.82
SHARES; APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR	SOLD 05-16-02 ACQUIRED 09-05-01	4,316.45	3,178.64	1,137.81
SHARES; APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR	SOLD 05-16-02 ACQUIRED 09-06-01	4,316.46	3,185.14	1,131.32
SHARES; AOL TIME WARNER INC COM	SOLD 05-17-02 ACQUIRED 02-12-02	56,322.40	47,432.38	8,890.02
SHARES; AOL TIME WARNER INC COM	SOLD 05-17-02 ACQUIRED 09-17-01	15,334.50	24,565.20	9,230.70-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; HONEYWELL INTL INC COM STK	05-17-02 SOLD 300.00	5,750.43	9,119.40	3,368.97-
SHARES; HONEYWELL INTL INC COM STK	05-17-02 SOLD 1,000.00	19,168.12	31,507.10	12,338.98-
SHARES; HONEYWELL INTL INC COM STK	05-17-02 SOLD 500.00	9,584.06	16,137.50	6,553.44-
SHARES; AMERICAN EXPRESS CO., COMMON STOCK, \$.60	05-20-02 SOLD 100.00	3,900.43	3,301.80	598.63
SHARES; AMERICAN EXPRESS CO., COMMON STOCK, \$.60	05-20-02 SOLD 400.00	15,601.73	13,205.84	2,395.89
SHARES; AMERICAN EXPRESS CO., COMMON STOCK, \$.60	05-20-02 SOLD 200.00	7,800.86	6,632.90	1,167.96
SHARES; EOG RESOURCES INC COM	05-21-02 SOLD 600.00	26,166.29	18,352.26	7,814.03
SHARES; EOG RESOURCES INC COM	05-21-02 SOLD 400.00	17,444.19	12,031.08	5,413.11

EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES;	05-22-02 SOLD	12,759.33	9,555.42	3,203.91
SHARES;	09-06-01 ACQUIRED			
SHARES;	05-22-02 SOLD	4,253.11	3,245.91	1,007.20
SHARES;	09-07-01 ACQUIRED			
SHARES;	05-22-02 SOLD	8,506.23	6,302.38	2,203.85
SHARES;	09-17-01 ACQUIRED			
SHARES;	05-22-02 SOLD	8,506.22	5,506.78	2,999.44
SHARES;	09-21-01 ACQUIRED			
HONEYWELL INTL INC COM STK	05-22-02 SOLD	7,569.67	6,603.60	966.07
SHARES;	12-21-01 ACQUIRED			
PEOPLESFT, INC, COM	05-23-02 SOLD	52,809.09	84,493.50	31,684.41-
SHARES;	02-27-02 ACQUIRED			
PEOPLESFT, INC, COM	05-24-02 SOLD	10,106.34	16,248.75	6,142.41-
SHARES;	02-27-02 ACQUIRED			
SHARES;	05-24-02 SOLD	32,340.30	49,462.08	17,121.78-
SHARES;	02-28-02 ACQUIRED			

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RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; DISNEY WALT CO DISNEY COM COM	SOLD 05-24-02	2,021.27	3,567.42	1,546.15-
SHARES; DISNEY WALT CO DISNEY COM COM	ACQUIRED 03-21-02			
SHARES; DISNEY WALT CO DISNEY COM COM	SOLD 05-28-02	14,114.27	13,851.96	262.31
SHARES; DISNEY WALT CO DISNEY COM COM	ACQUIRED 01-08-02			
SHARES; DISNEY WALT CO DISNEY COM COM	SOLD 05-28-02	6,027.84	10,702.26	4,674.42-
SHARES; DISNEY WALT CO DISNEY COM COM	ACQUIRED 03-21-02			
SHARES; DISNEY WALT CO DISNEY COM COM	SOLD 05-28-02	16,074.23	28,721.04	12,646.81-
SHARES; DISNEY WALT CO DISNEY COM COM	ACQUIRED 03-22-02			
SHARES; DISNEY WALT CO DISNEY COM COM	SOLD 05-29-02	32,469.78	32,321.24	148.54
SHARES; DISNEY WALT CO DISNEY COM COM	ACQUIRED 01-08-02			
SHARES; DISNEY WALT CO DISNEY COM COM	SOLD 05-29-02	27,831.24	27,225.36	605.88
SHARES; DISNEY WALT CO DISNEY COM COM	ACQUIRED 01-09-02			
SHARES; DISNEY WALT CO DISNEY COM COM	SOLD 05-29-02	34,789.05	32,823.75	1,965.30
SHARES; DISNEY WALT CO DISNEY COM COM	ACQUIRED 02-06-02			
SHARES; DISNEY WALT CO DISNEY COM COM	SOLD 05-29-02	25,511.97	26,432.23	920.26-
SHARES; DISNEY WALT CO DISNEY COM COM	ACQUIRED 02-25-02			

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; XCEL ENERGY INC COM	SOLD 05-29-02 ACQUIRED 03-12-02	16,234.89	16,565.43	330.54-
SHARES; AMERADA HESS CORP., COMMON STOCK, \$1 PAR	SOLD 06-03-02 ACQUIRED 06-05-01	2,121.23	2,959.77	838.54-
SHARES; #REORG/PHILLIPS PETROLEUM CO NAME CHANGE TO CONOCOPHILLIPS SEC #2197249 EFF 8/30/02	SOLD 06-04-02 ACQUIRED 04-02-02	56,377.63	56,913.22	535.59-
SHARES; XCEL ENERGY INC COM	SOLD 05-29-02 ACQUIRED 04-09-02	9,277.08	9,318.60	41.52-
SHARES; XCEL ENERGY INC COM	SOLD 06-04-02 ACQUIRED 10-10-01	11,227.12	11,221.56	5.56
SHARES; XCEL ENERGY INC COM	SOLD 06-04-02 ACQUIRED 10-08-01	16,840.68	16,532.40	308.28
SHARES; XCEL ENERGY INC COM	SOLD 06-04-02 ACQUIRED 10-18-01	33,681.36	33,076.50	604.86

RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	06-04-02	2,091.75	2,959.77	868.02-
SHARES:	06-04-02	4,183.49	5,769.30	1,585.81-
SHARES:	06-04-02	2,091.74	2,305.00	213.26-
SHARES:	06-04-02	8,366.99	10,274.96	1,907.97-
LOWES COS INC COMMON STOCK \$.50 PAR	06-05-02	18,953.90	17,447.40	1,506.50
SHARES:	06-05-02	400.00	400.00	
ACQUIRED	04-05-02			
SHARES:	06-05-02	22,295.72	22,051.00	244.72
SHARES:	06-05-02	400.00	400.00	
ACQUIRED	10-18-01			
HONEYWELL INTL INC COM STK	06-06-02	10,982.21	9,949.35	1,032.86
SHARES:	06-06-02	300.00	300.00	
ACQUIRED	12-26-01			

#REORG/PHILLIPS PETROLEUM CO NAME CHANGE
 TO CONOCOPHILLIPS SEC #2197249 EFF
 8/30/02

RE: RUSSELL FAMILY FOUNDATION SUFFOLK CAPITAL MANAGEMENT
 EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; SMUCKER J M CO COM NEW	SOLD 06-06-02 ACQUIRED 12-27-01	3,660.74	3,320.11	340.63
SHARES; AMERADA HESS CORP., COMMON STOCK, \$1 PAR	SOLD 06-06-02 ACQUIRED 05-29-02	1,009.86	1,032.03	22.17-
SHARES; AMERADA HESS CORP., COMMON STOCK, \$1 PAR	SOLD 06-07-02 ACQUIRED 04-02-02	7,943.00	8,130.46	187.46-
SHARES; AMERADA HESS CORP., COMMON STOCK, \$1 PAR	SOLD 06-07-02 ACQUIRED 04-03-02	15,886.00	16,241.36	355.36-
SHARES; QUALCOMM INC COM	SOLD 06-07-02 ACQUIRED 04-15-02	18,407.26	21,578.58	3,171.32-
SHARES; INTEL CORP CAPITAL STOCK \$.001 PAR	SOLD 06-07-02 ACQUIRED 04-24-02	15,339.39	16,729.90	1,390.51-

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RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES;	SOLD 06-10-02	46,039.22	59,815.77	13,776.55-
SHARES;	ACQUIRED 05-09-02			
SHARES;	SOLD 06-10-02	21,923.44	29,775.50	7,852.06-
SHARES;	ACQUIRED 05-21-02			
QUALCOMM INC COM	SOLD 06-10-02	12,597.14	13,383.92	786.78-
SHARES;	ACQUIRED 04-24-02			
AMERADA HESS CORP., COMMON STOCK, \$1 PAR	SOLD 06-11-02	23,323.85	24,362.04	1,038.19-
SHARES;	ACQUIRED 04-03-02			
SHARES;	SOLD 06-11-02	7,774.61	7,803.17	28.56-
SHARES;	ACQUIRED 04-09-02			
QUALCOMM INC COM	SOLD 06-11-02	12,808.73	13,383.92	575.19-
SHARES;	ACQUIRED 04-24-02			
LOWES COS INC COMMON STOCK \$.50 PAR	SOLD 06-12-02	9,420.61	8,723.70	696.91
SHARES;	ACQUIRED 04-05-02			

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RE:

RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	500.00	SOLD 06-12-02 ACQUIRED 04-08-02	23,551.54	21,973.60	1,577.94
SHARES:	400.00	SOLD 06-12-02 ACQUIRED 04-16-02	18,841.23	17,766.36	1,074.87
QUALCOMM INC COM					
SHARES:	900.00	SOLD 06-12-02 ACQUIRED 04-25-02	27,910.40	29,530.98	1,620.58-
QUALCOMM INC COM					
SHARES:	400.00	SOLD 06-13-02 ACQUIRED 04-25-02	13,103.36	13,124.88	21.52-
SHARES:	900.00	SOLD 06-13-02 ACQUIRED 04-26-02	29,482.57	29,588.85	106.28-
SHARES:	500.00	SOLD 06-13-02 ACQUIRED 04-30-02	16,379.21	15,177.80	1,201.41
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR					
SHARES:	500.00	SOLD 06-14-02 ACQUIRED 05-29-02	45,630.27	43,602.99	2,027.28
QUALCOMM INC COM					

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR	06-14-02 SOLD 04-30-02 ACQUIRED	5,680.63	6,071.12	390.49-
SHARES; 200.00				
SHARES; 800.00	06-14-02 SOLD 05-01-02 ACQUIRED	22,722.51	23,289.04	566.53-
SHARES; 800.00				
SHARES; 700.00	06-14-02 SOLD 05-03-02 ACQUIRED	19,882.20	18,784.71	1,097.49
SHARES; 500.00	06-17-02 SOLD 02-12-02 ACQUIRED	10,300.44	11,293.43	992.99-
SHARES; 1,000.00	06-17-02 SOLD 02-19-02 ACQUIRED	20,600.87	23,286.10	2,685.23-
SHARES; 400.00	06-17-02 SOLD 02-20-02 ACQUIRED	8,240.35	9,125.56	885.21-
SHARES; 4,800.00	06-17-02 SOLD 03-12-02 ACQUIRED	23,666.16	43,356.00	19,689.84-
SHARES; 2,300.00	06-17-02 SOLD 03-13-02 ACQUIRED	11,340.03	19,797.71	8,457.68-
SHARES; 4,800.00				
QWEST COMMUNICATIONS INTL INC COM				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; 2,200.00	SOLD 06-17-02 ACQUIRED 03-14-02	10,846.99	18,883.70	8,036.71-
SHARES; 400.00	SOLD 06-17-02 ACQUIRED 03-15-02	1,972.18	3,552.04	1,579.86-
SHARES; 3,500.00	SOLD 06-17-02 ACQUIRED 03-18-02	17,256.57	32,868.15	15,611.58-
SHARES; 300.00	SOLD 06-17-02 ACQUIRED 03-19-02	1,479.14	2,754.54	1,275.40-
APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR				
SHARES; 400.00	SOLD 06-18-02 ACQUIRED 02-25-02	8,536.30	8,729.16	192.86-
WEST COMMUNICATIONS INTL INC COM				
SHARES; 2,700.00	SOLD 06-18-02 ACQUIRED 03-19-02	13,666.71	24,790.86	11,124.15-
SHARES; 1,300.00	SOLD 06-18-02 ACQUIRED 03-20-02	6,580.27	11,710.79	5,130.52-
SHARES; 400.00	SOLD 06-18-02 ACQUIRED 03-21-02	2,024.70	3,440.00	1,415.30-

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RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES;	06-18-02 SOLD	2,024.70	3,381.92	1,357.22-
SHARES;	03-22-02 ACQUIRED			
SHARES;	06-18-02 SOLD	7,086.44	12,023.20	4,936.76-
SHARES;	03-25-02 ACQUIRED			
SHARES;	06-18-02 SOLD	3,037.05	4,831.44	1,794.39-
SHARES;	03-27-02 ACQUIRED			
INGERSOLL-RAND CO CL A				
SHARES;	06-19-02 SOLD	23,626.93	24,009.10	382.17-
SHARES;	06-18-02 ACQUIRED			
WEST COMMUNICATIONS INTL INC COM				
SHARES;	06-19-02 SOLD	3,962.91	6,441.92	2,479.01-
SHARES;	03-27-02 ACQUIRED			
SCHERING-PLOUGH CORP. COMMON STOCK, #1 PAR				
SHARES;	06-19-02 SOLD	26,350.14	37,751.34	11,401.20-
SHARES;	02-12-02 ACQUIRED			
WEST COMMUNICATIONS INTL INC COM				
SHARES;	06-20-02 SOLD	4,751.06	8,052.40	3,301.34-
SHARES;	03-27-02 ACQUIRED			

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
WEST COMMUNICATIONS INTL INC COM				
SHARES; SOLD 06-20-02	06-20-02	9,027.00	15,913.83	6,886.83-
ACQUIRED 03-28-02	03-28-02			
SHARES; SOLD 06-20-02	06-20-02	1,437.62	2,512.71	1,075.09-
ACQUIRED 03-28-02	03-28-02			
SHARES; SOLD 06-20-02	06-20-02	11,021.72	18,564.91	7,543.19-
ACQUIRED 04-01-02	04-01-02			
SHARES; SOLD 06-20-02	06-20-02	11,500.93	18,652.80	7,151.87-
ACQUIRED 04-03-02	04-03-02			
SHARES; SOLD 06-20-02	06-20-02	6,229.67	9,513.14	3,283.47-
ACQUIRED 04-09-02	04-09-02			
APPLIED MATERIALS, INC., COMMON STOCK, \$.01 PAR				
SHARES; SOLD 06-21-02	06-21-02	7,585.45	8,729.16	1,143.71-
ACQUIRED 02-25-02	02-25-02			
SHARES; SOLD 06-21-02	06-21-02	18,963.62	22,555.00	3,591.38-
ACQUIRED 02-27-02	02-27-02			
HONEYWELL INTL INC COM STK				
SHARES; SOLD 06-21-02	06-21-02			
ACQUIRED 02-27-02	02-27-02			

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; 400.00	SOLD 06-25-02 ACQUIRED 12-27-01	14,483.24	13,280.44	1,202.80
SHARES; 800.00	SOLD 06-25-02 ACQUIRED 12-31-01	28,966.49	27,141.04	1,825.45
SHARES; 200.00	SOLD 06-25-02 ACQUIRED 01-03-02	7,241.62	6,831.10	410.52
*REORG WEATHERFORD INTL INC NAME CHANGE TO WEATHERFORD INTL BERMUDA 2879055 EFF 6/26/02				
SHARES; 300.00	SOLD 06-26-02 ACQUIRED 04-10-02	13,866.07	13,605.87	260.20
SHARES; 400.00	SOLD 06-26-02 ACQUIRED 04-11-02	18,488.10	18,272.84	215.26
SHARES; 1,000.00	SOLD 06-26-02 ACQUIRED 04-12-02	46,220.25	43,396.10	2,824.15
SHARES; 500.00	SOLD 06-26-02 ACQUIRED 06-20-02	23,110.13	23,722.55	612.42-
HONEYWELL INTL INC COM STK				
SHARES; 400.00	SOLD 06-26-02 ACQUIRED 01-03-02	13,833.62	13,662.20	171.42
HONEYWELL INTL INC COM STK				

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	SOLD 06-27-02	3,574.88	3,415.55	159.33
SHARES:	ACQUIRED 01-03-02			
SHARES:	SOLD 06-27-02	7,149.77	6,870.00	279.77
SHARES:	ACQUIRED 01-07-02			
SHARES:	SOLD 06-27-02	7,149.76	6,843.46	306.30
SHARES:	ACQUIRED 01-08-02			
VIACOM COMMON STOCK CL B				
SHARES:	SOLD 06-27-02	16,391.78	15,888.52	503.26
SHARES:	ACQUIRED 01-28-02			
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR				
SHARES:	SOLD 06-28-02	9,155.20	8,720.60	434.60
SHARES:	ACQUIRED 05-29-02			
MICROSOFT CORP COM				
SHARES:	SOLD 07-01-02	21,525.35	26,965.00	5,439.65-
SHARES:	ACQUIRED 12-11-01			
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR				

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RUSSELL FAMILY FOUNDATION
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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; HONEYWELL INTL INC COM STK	SOLD 07-01-02 ACQUIRED 05-29-02	45,112.14	43,602.99	1,509.15
SHARES; HONEYWELL INTL INC COM STK	SOLD 07-02-02 ACQUIRED 01-08-02	6,889.07	6,843.46	45.61
SHARES; HONEYWELL INTL INC COM STK	SOLD 07-03-02 ACQUIRED 01-08-02	6,740.72	6,843.46	102.74-
SHARES; NORTHROP GRUMMAN CORP COM NORTHROP GRUMMAN CORP (HLDG CO)	SOLD 07-03-02 ACQUIRED 01-10-02	16,851.78	17,065.00	213.22-
SHARES; NORTHROP GRUMMAN CORP COM NORTHROP	SOLD 07-03-02 ACQUIRED 01-15-02	20,222.15	19,224.72	997.43
SHARES; GRUMMAN CORP (HLDG CO)	SOLD 07-03-02 ACQUIRED 11-19-01	47,491.60	37,304.88	10,186.72
SHARES; HONEYWELL INTL INC COM STK	SOLD 07-08-02 ACQUIRED 01-15-02	3,591.15	3,204.12	387.03

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; NORTHROP GRUMMAN CORP COM NORTHROP GRUMMAN CORP (HLDG CO)	SOLD 07-08-02 ACQUIRED 02-11-02	17,955.76	15,995.25	1,960.51
SHARES; NORTHROP GRUMMAN CORP COM NORTHROP GRUMMAN CORP (HLDG CO)	SOLD 07-08-02 ACQUIRED 11-19-01	36,747.06	27,978.66	8,768.40
SHARES; YUM BRANDS INC COM	SOLD 07-08-02 ACQUIRED 07-01-02	11,363.97	11,707.36	343.39-
SHARES; NORTHROP GRUMMAN CORP COM NORTHROP GRUMMAN CORP (HLDG CO)	SOLD 07-09-02 ACQUIRED 11-27-01	49,017.48	36,884.20	12,133.28
SHARES; MICROSOFT CORP COM	SOLD 07-10-02 ACQUIRED 12-11-01	37,622.32	47,188.75	9,566.43-
SHARES; YUM BRANDS INC COM	SOLD 07-11-02 ACQUIRED 07-01-02	5,468.43	5,853.68	385.25-

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RE: RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
PHARMACIA CORP COM SHARES	07-11-02 SOLD 07-02-02 ACQUIRED	13,671.09	14,591.80	920.71-
PHARMACIA CORP COM SHARES	07-15-02 SOLD 06-14-02 ACQUIRED	19,479.41	19,285.05	194.36
PHARMACIA CORP COM SHARES	07-16-02 SOLD 06-14-02 ACQUIRED	35,920.16	34,713.09	1,207.07
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR SHARES	07-17-02 SOLD 05-29-02 ACQUIRED	32,291.39	34,882.39	2,591.00-
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR SHARES	07-17-02 SOLD 05-30-02 ACQUIRED	32,291.38	35,087.21	2,795.83-
PROCTER & GAMBLE CO., COMMON STOCK, NO PAR SHARES	07-18-02 SOLD 05-30-02 ACQUIRED	24,505.51	26,315.41	1,809.90-

EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES, GUIDANT CORP COM STK NO PAR	SOLD 07-19-02 ACQUIRED 05-30-02	15,230.92	17,543.61	2,312.69-
SHARES, GUIDANT CORP COM STK NO PAR	SOLD 07-19-02 ACQUIRED 06-03-02	15,230.92	18,065.98	2,835.06-
SHARES, PHARMACIA CORP COM	SOLD 07-22-02 ACQUIRED 03-07-02	34,450.74	42,202.60	7,751.86-
SHARES, PHARMACIA CORP COM	SOLD 07-22-02 ACQUIRED 03-08-02	6,263.77	7,752.36	1,488.59-
SHARES, TEXAS INSTRS INC COM	SOLD 07-22-02 ACQUIRED 06-14-02	15,126.74	15,428.04	301.30-
SHARES, TEXAS INSTRS INC COM	SOLD 07-23-02 ACQUIRED 04-24-02	52,506.69	72,376.04	19,869.35-
SHARES, TEXAS INSTRS INC COM	SOLD 07-23-02 ACQUIRED 04-25-02	21,480.01	27,937.17	6,457.16-
SHARES, TEXAS INSTRS INC COM	SOLD 07-23-02 ACQUIRED 04-26-02	2,386.67	3,107.02	720.35-

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RUSSELL FAMILY FOUNDATION
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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; 1,200.00	SOLD 07-24-02 ACQUIRED 04-26-02	27,275.17	37,284.24	10,009.07-
SHARES; 400.00	SOLD 07-24-02 ACQUIRED 05-01-02	9,091.73	12,020.00	2,928.27-
SHARES; 200.00	SOLD 07-24-02 ACQUIRED 06-03-02	4,545.86	5,594.02	1,048.16-
TEXAS INSTRS INC COM SHARES; 1,100.00	SOLD 07-25-02 ACQUIRED 06-03-02	24,780.38	30,767.11	5,986.73-
SHARES; 1,100.00	SOLD 07-25-02 ACQUIRED 06-04-02	24,780.38	30,319.85	5,539.47-
ABBOTT LABORATORIES, COMMON STOCK, NO PAR SHARES; 800.00	SOLD 07-26-02 ACQUIRED 10-11-01	29,949.49	41,235.12	11,285.63-
GUIDANT CORP COM STK NO PAR SHARES; 200.00	SOLD 07-29-02 ACQUIRED 03-08-02	6,825.85	7,752.36	926.51-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; MGM MIRAGE COMMON STK	SOLD 07-29-02 ACQUIRED 03-11-02	6,825.86	7,989.16	1,163.30-
SHARES; AMERICAN EXPRESS CO., COMMON STOCK, \$.60	SOLD 07-29-02 ACQUIRED 07-24-02	20,337.34	17,120.94	3,216.40
SHARES; PHARMACIA CORP COM	SOLD 07-31-02 ACQUIRED 11-06-01	13,801.74	12,031.08	1,770.66
SHARES; ELI LILLY & CO COM	SOLD 08-01-02 ACQUIRED 06-14-02	8,853.49	7,714.02	1,139.47
SHARES; VIACOM COMMON STOCK CL B	SOLD 08-01-02 ACQUIRED 02-08-02	27,750.81	36,572.55	8,821.74-

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FEDERAL SCHEDULE OF GAINS AND LOSSES
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	08-02-02 SOLD	7,020.07	7,944.26	924.19-
SHARES:	08-02-02 SOLD	10,530.10	11,435.58	905.48-
VIACOM COMMON STOCK CL B	08-05-02 SOLD	10,259.54	11,435.58	1,176.04-
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	08-06-02 SOLD	3,798.80	5,154.39	1,355.59-
SHARES:	08-06-02 SOLD	18,994.03	25,724.90	6,730.87-
VIACOM COMMON STOCK CL B	08-06-02 SOLD	31,082.36	34,306.74	3,224.38-
AMGEN INC COMMON STOCK	08-07-02 SOLD	13,343.90	17,301.00	3,957.10-
SHARES:	12-18-01 ACQUIRED			

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RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

RE:

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
TARGET CORP COM SHARES:	08-07-02 SOLD	4,447.96	5,390.87	942.91-
	01-04-02 ACQUIRED			
VIACOM COMMON STOCK CL B SHARES:	08-07-02 SOLD	12,937.41	14,291.52	1,354.11-
	08-22-01 ACQUIRED			
VIACOM COMMON STOCK CL B SHARES:	08-08-02 SOLD	7,116.28	7,623.72	507.44-
	02-06-02 ACQUIRED			
SCHERING-PLOUGH CORP. COMMON STOCK, #1 PAR SHARES:	08-08-02 SOLD	35,581.43	48,812.70	13,231.27-
	04-11-02 ACQUIRED			
VIACOM COMMON STOCK CL B SHARES:	08-09-02 SOLD	20,599.20	30,887.46	10,288.26-
	02-12-02 ACQUIRED			
VIACOM COMMON STOCK CL B SHARES:	08-09-02 SOLD	18,551.04	24,406.35	5,855.31-
	04-11-02 ACQUIRED			

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RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
TARGET CORP COM				
SHARES:	08-12-02 SOLD	10,829.97	14,643.81	3,813.84-
	04-11-02 ACQUIRED			
SHARES:	08-12-02 SOLD	10,829.97	14,696.94	3,866.97-
	04-12-02 ACQUIRED			
SHARES:	08-12-02 SOLD	7,219.98	9,386.40	2,166.42-
	04-29-02 ACQUIRED			
TARGET CORP COM				
SHARES:	08-12-02 SOLD	6,333.35	7,145.76	812.41-
	08-12-02 ACQUIRED			
SHARES:	08-12-02 SOLD	19,000.04	21,479.16	2,479.12-
	08-23-01 ACQUIRED			
SHARES:	08-12-02 SOLD	12,666.70	16,883.56	4,216.86-
	02-08-02 ACQUIRED			
SHARES:	08-12-02 SOLD	12,666.70	17,823.72	5,157.02-
	02-25-02 ACQUIRED			
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR				
SHARES:	08-13-02 SOLD	17,877.51	16,862.35	1,015.16
	11-15-01 ACQUIRED			
TARGET CORP COM				

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RE:

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FEDERAL SCHEDULE OF GAINS AND LOSSES
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 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	900.00	SOLD 08-13-02 ACQUIRED 02-28-02	28,871.13	37,554.30	8,683.17-
SHARES:	200.00	SOLD 08-13-02 ACQUIRED 03-04-02	6,415.80	8,664.08	2,248.28-
SHARES:	200.00	SOLD 08-13-02 ACQUIRED 03-05-02	6,415.81	8,308.00	1,892.19-
SHARES:	400.00	SOLD 08-13-02 ACQUIRED 03-28-02	12,831.61	17,163.80	4,332.19-
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR					
SHARES:	200.00	SOLD 08-15-02 ACQUIRED 11-15-01	7,261.16	6,744.94	516.22
SHARES:	300.00	SOLD 08-15-02 ACQUIRED 11-16-01	10,891.74	10,022.04	869.70
BJ SVCS CO COM					
SHARES:	700.00	SOLD 08-15-02 ACQUIRED 03-18-02	23,576.96	23,627.66	50.70-
SHARES:	100.00	SOLD 08-15-02 ACQUIRED 04-02-02	3,368.14	3,578.94	210.80-

ELI LILLY & CO COM

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 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	900.00	SOLD 08-16-02 ACQUIRED 02-08-02	51,512.01	65,830.59	14,318.58-
SCHERING-PLOUGH CORP. COMMON STOCK, \$1 PAR					
SHARES:	100.00	SOLD 08-19-02 ACQUIRED 02-12-02	2,311.96	3,431.94	1,119.98-
SHARES:	500.00	SOLD 08-19-02 ACQUIRED 02-13-02	11,559.80	17,141.30	5,581.50-
SHARES:	500.00	SOLD 08-19-02 ACQUIRED 02-27-02	11,559.80	17,164.35	5,604.55-
AMGEN INC COMMON STOCK					
SHARES:	500.00	SOLD 08-20-02 ACQUIRED 01-04-02	23,449.39	26,954.35	3,504.96-
SCHERING-PLOUGH CORP. COMMON STOCK, \$1 PAR					
SHARES:	700.00	SOLD 08-20-02 ACQUIRED 03-04-02	16,385.45	24,645.39	8,259.94-
SHARES:	400.00	SOLD 08-20-02 ACQUIRED 03-05-02	9,363.12	14,100.84	4,737.72-

#REORG/CONOCO STK MERGER CONOCO PHILIPS
 SEC #2197249 RATE .4677 EFF 8/30/02

EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
MONSANTO CO NEW COM				
SHARES:	SOLD 08-21-02	11,877.89	13,518.35	1,640.46-
	ACQUIRED 10-29-01			
51.18 SHARES:	SOLD 08-21-02	822.85	705.83	117.02
	ACQUIRED 06-14-02			
307.07 SHARES:	SOLD 08-21-02	4,936.95	4,333.38	603.57
	ACQUIRED 06-17-02			
119.41 SHARES:	SOLD 08-21-02	1,919.83	1,714.59	205.24
	ACQUIRED 06-18-02			
33.34 SHARES:	SOLD 08-21-02	536.03	477.40	58.63
	ACQUIRED 06-19-02			
SCHERING-PLOUGH CORP. COMMON STOCK, #1 PAR				
300.00 SHARES:	SOLD 08-21-02	7,079.70	10,575.63	3,495.93-
	ACQUIRED 03-05-02			
400.00 SHARES:	SOLD 08-21-02	9,439.59	14,079.32	4,639.73-
	ACQUIRED 03-06-02			
ELI LILLY & CO COM				

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FEDERAL SCHEDULE OF GAINS AND LOSSES
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01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	400.00	SOLD 08-22-02 ACQUIRED 02-08-02	23,940.99	29,258.04	5,317.05-
MOTOROLA INC., COMMON STOCK, #3 PAR					
SHARES:	1,800.00	SOLD 08-22-02 ACQUIRED 06-05-02	24,316.90	27,613.62	3,296.72-
SCHERING-PLOUGH CORP. COMMON STOCK, #1 PAR					
SHARES:	200.00	SOLD 08-22-02 ACQUIRED 03-06-02	4,949.37	7,039.66	2,090.29-
MBNA CORP COMMON STOCK					
SHARES:	1,000.00	SOLD 08-23-02 ACQUIRED 05-07-02	20,002.69	23,011.60	3,008.91-
SCHERING-PLOUGH CORP. COMMON STOCK, #1 PAR					
SHARES:	1,300.00	SOLD 08-23-02 ACQUIRED 03-06-02	32,202.62	45,757.79	13,555.17-
SCHERING-PLOUGH CORP. COMMON STOCK, #1 PAR					

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RUSSELL FAMILY FOUNDATION
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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
ALCOA INC COM STK	08-26-02 SOLD	4,698.48	6,839.98	2,141.50-
SHARES:	03-08-02 ACQUIRED			
500.00	08-26-02 SOLD	11,746.19	16,568.35	4,822.16-
SHARES:	03-18-02 ACQUIRED			
700.00	08-26-02 SOLD	16,444.67	21,794.01	5,349.34-
SHARES:	03-27-02 ACQUIRED			
ALCOA INC COM STK	08-27-02 SOLD	13,488.54	18,084.90	4,596.36-
SHARES:	12-28-01 ACQUIRED			
500.00	08-27-02 SOLD	12,290.91	9,221.05	3,069.86
SHARES:	11-27-01 ACQUIRED			
100.00	08-27-02 SOLD	12,290.90	9,514.76	2,776.14
SHARES:	08-27-02 SOLD			
100.00	12-05-01 ACQUIRED			
MONSANTO CO NEW COM	08-28-02 SOLD	12.24	11.17	1.07
SHARES:	06-19-02 ACQUIRED			
0.78				
ALCOA INC COM STK				

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RUSSELL FAMILY FOUNDATION
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
ALCOA INC COM STK				
SHARES:	08-28-02 SOLD	2,525.97	3,616.98	1,091.01-
	08-28-02 ACQUIRED			
	12-28-01			
SHARES:	08-28-02 SOLD	10,103.90	15,136.80	5,032.90-
	08-28-02 ACQUIRED			
	04-05-02			
SHARES:	08-28-02 SOLD	15,155.84	22,686.00	7,530.16-
	08-28-02 ACQUIRED			
	04-08-02			
ALCOA INC COM STK				
SHARES:	08-29-02 SOLD	29,481.31	45,279.48	15,798.17-
	08-29-02 ACQUIRED			
	04-09-02			
SHARES:	08-29-02 SOLD	14,740.65	20,466.78	5,726.13-
	08-29-02 ACQUIRED			
	04-30-02			
TRAVELERS PPTY CAS CORP NEW CL A				
SHARES:	08-29-02 SOLD	654.61	857.34	202.73-
	08-29-02 ACQUIRED			
	02-25-02			
SHARES:	08-29-02 SOLD	458.12	619.48	161.36-
	08-29-02 ACQUIRED			
	05-22-02			
SHARES:	08-29-02 SOLD	255.88	317.29	61.41-
	08-29-02 ACQUIRED			
	06-07-02			

RE:

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01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	300.00	SOLD	08-30-02	7,516.27	10,233.39	2,717.12-
		ACQUIRED	04-30-02			
SHARES:	300.00	SOLD	08-30-02	7,516.27	8,749.38	1,233.11-
		ACQUIRED	07-16-02			
ALCOA INC COM STK						
SHARES:	900.00	SOLD	09-03-02	21,450.13	26,248.14	4,798.01-
		ACQUIRED	07-16-02			
COACH INC COM						
SHARES:	800.00	SOLD	09-03-02	20,547.86	21,845.36	1,297.50-
		ACQUIRED	06-18-02			
SHARES:	200.00	SOLD	09-03-02	5,136.96	5,448.07	311.11-
		ACQUIRED	06-19-02			
SHARES:	200.00	SOLD	09-03-02	5,136.97	5,424.29	287.32-
		ACQUIRED	06-20-02			
SHARES:	200.00	SOLD	09-03-02	5,136.96	5,373.05	236.09-
		ACQUIRED	06-24-02			
SHARES:	300.00	SOLD	09-03-02	7,705.45	7,762.59	57.14-
		ACQUIRED	07-08-02			

NORTHROP GRUMMAN CORP COM NORTHROP
GRUMMAN CORP (HLDG CO)

RUSSELL FAMILY FOUNDATION
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	SOLD 09-04-02	23,973.55	19,029.52	4,944.03
TIFFANY & CO COMMON STOCK	ACQUIRED 12-05-01			
SHARES:	SOLD 09-04-02	2,397.18	2,278.98	118.20
SHARES:	ACQUIRED 08-09-02			
SHARES:	SOLD 09-04-02	2,397.17	2,201.00	196.17
SHARES:	ACQUIRED 08-09-02			
SHARES:	SOLD 09-04-02	4,794.36	4,409.80	384.56
SHARES:	ACQUIRED 08-12-02			
NORTHRUP GRUMMAN CORP COM NORTHROP (HLDG CO)				
SHARES:	SOLD 09-05-02	12,163.20	9,514.76	2,648.44
SHARES:	ACQUIRED 12-05-01			
PHARMACIA CORP COM				
SHARES:	SOLD 09-05-02	8,489.74	7,243.47	1,246.27
SHARES:	ACQUIRED 06-14-02			
NORTHRUP GRUMMAN CORP COM NORTHROP (HLDG CO)				

EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
PHARMACIA CORP COM				
SHARES:	SOLD 09-06-02	24,709.45	19,029.52	5,679.93
	ACQUIRED 12-05-01			
TRAVELERS PPTY CAS CORP NEW CL B				
SHARES:	SOLD 09-06-02	16,634.30	14,823.47	1,810.83
	ACQUIRED 06-17-02			
SHARES:	SOLD 09-06-02	4,158.57	3,621.73	536.84
	ACQUIRED 06-14-02			
SHARES:	SOLD 09-06-02	1,248.65	1,903.27	654.62-
	ACQUIRED 02-25-02			
SHARES:	SOLD 09-06-02	873.93	1,375.21	501.28-
	ACQUIRED 05-22-02			
SHARES:	SOLD 09-06-02	485.57	700.56	214.99-
	ACQUIRED 06-07-02			
GUIDANT CORP COM STK NO PAR				
SHARES:	SOLD 09-09-02	22,182.77	25,147.92	2,965.15-
	ACQUIRED 03-13-02			
MOTOROLA INC., COMMON STOCK, \$3 PAR				
SHARES:	SOLD 09-09-02			
	ACQUIRED 03-13-02			

The Northern Trust Company
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RUSSELL FAMILY FOUNDATION
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
TRAVELERS PTY CAS CORP NEW CL B SHARES: 1,100.00	SOLD 09-10-02 ACQUIRED 06-05-02	13,740.56	16,874.99	3,134.43-
TRAVELERS PTY CAS CORP NEW CL A SHARES: 0.99	SOLD 09-11-02 ACQUIRED 06-07-02	16.85	20.09	3.24-
MOTOROLA INC., COMMON STOCK, 43 PAR SHARES: 0.39	SOLD 09-11-02 ACQUIRED 06-07-02	6.08	7.53	1.25-
NORTHROP GRUMMAN CORP COM NORTHROP GRUMMAN CORP (HLDG CO) SHARES: 1,600.00	SOLD 09-12-02 ACQUIRED 06-05-02	19,149.34	24,545.44	5,396.10-
CATERPILLAR INC., COMMON STOCK, NO PAR SHARES: 100.00	SOLD 09-12-02 ACQUIRED 12-05-01	12,786.33	9,514.76	3,271.57
CATERPILLAR INC., COMMON STOCK, NO PAR SHARES: 700.00	SOLD 09-13-02 ACQUIRED 03-01-02	28,395.97	39,278.89	10,882.92-

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RUSSELL FAMILY FOUNDATION
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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; NORTHROP GRUMMAN CORP (HLDG CO)	SOLD 09-16-02 ACQUIRED 03-01-02	16,009.19	22,445.08	6,435.89-
SHARES; CATERPILLAR INC., COMMON STOCK, NO PAR	SOLD 09-17-02 ACQUIRED 03-07-02	12,079.37	17,602.68	5,523.31-
SHARES; ORACLE CORPORATION COM	SOLD 09-17-02 ACQUIRED 07-11-02	7,299.37	7,204.48	94.89
SHARES; NORTHROP GRUMMAN CORP COM NORTHROP	SOLD 09-18-02 ACQUIRED 03-04-02	12,489.64	10,382.32	2,107.32
SHARES; NORTHROP GRUMMAN CORP (HLDG CO)	SOLD 09-16-02 ACQUIRED 03-04-02	12,809.88	10,382.32	2,427.56
SHARES; NORTHROP GRUMMAN CORP COM NORTHROP	SOLD 09-16-02 ACQUIRED 03-07-02	8,004.60	11,735.12	3,730.52-
SHARES; CATERPILLAR INC., COMMON STOCK, NO PAR	SOLD 09-17-02 ACQUIRED 03-07-02	12,079.37	17,602.68	5,523.31-
SHARES; ORACLE CORPORATION COM	SOLD 09-17-02 ACQUIRED 07-11-02	7,299.37	7,204.48	94.89
SHARES; NORTHROP GRUMMAN CORP (HLDG CO)	SOLD 09-18-02 ACQUIRED 03-04-02	12,489.64	10,382.32	2,107.32

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; CISCO SYS INC COMMON STOCK	SOLD 09-18-02 ACQUIRED 07-30-02	12,489.64	10,796.84	1,692.80
SHARES; MANDALAY RESORT GROUP COM	SOLD 09-19-02 ACQUIRED 02-25-02	2,395.95	3,098.90	702.95-
SHARES; MICROSOFT CORP COM	SOLD 09-19-02 ACQUIRED 07-10-02	32,801.41	27,597.20	5,204.21
SHARES; NORTHROP GRUMMAN CORP COM NORTHROP GRUMMAN CORP (HLDG CO)	SOLD 09-19-02 ACQUIRED 12-11-01	23,582.58	33,706.25	10,123.67-
SHARES; CAREMARK RX INC COM	SOLD 09-19-02 ACQUIRED 07-31-02	12,469.02	10,656.81	1,812.21
SHARES; 300.00	SOLD 09-18-02 ACQUIRED 07-29-02	37,468.93	32,226.63	5,242.30
SHARES; 100.00	SOLD 09-18-02 ACQUIRED 07-30-02	12,489.64	10,796.84	1,692.80
SHARES; 1,600.00	SOLD 09-19-02 ACQUIRED 02-13-02	19,167.58	28,120.16	8,952.58-
SHARES; 200.00	SOLD 09-19-02 ACQUIRED 02-25-02	2,395.95	3,098.90	702.95-
SHARES; 1,000.00	SOLD 09-19-02 ACQUIRED 07-10-02	32,801.41	27,597.20	5,204.21
SHARES; 500.00	SOLD 09-19-02 ACQUIRED 12-11-01	23,582.58	33,706.25	10,123.67-
SHARES; 100.00	SOLD 09-19-02 ACQUIRED 07-31-02	12,469.02	10,656.81	1,812.21

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	09-20-02 SOLD	18,734.74	15,160.20	3,574.54
SHARES:	08-15-02 ACQUIRED			
SHARES:	09-20-02 SOLD	8,515.79	6,995.35	1,520.44
SHARES:	08-16-02 ACQUIRED			
CATERPILLAR INC., COMMON STOCK, NO PAR				
SHARES:	09-20-02 SOLD	15,126.62	22,029.24	6,902.62-
SHARES:	04-03-02 ACQUIRED			
SHARES:	09-20-02 SOLD	18,908.28	28,324.75	9,416.47-
SHARES:	04-16-02 ACQUIRED			
MICROSOFT CORP COM				
SHARES:	09-20-02 SOLD	18,953.70	26,965.00	8,011.30-
SHARES:	12-11-01 ACQUIRED			
CATERPILLAR INC., COMMON STOCK, NO PAR				
SHARES:	09-23-02 SOLD	3,746.19	5,664.95	1,918.76-
SHARES:	04-16-02 ACQUIRED			
SHARES:	09-23-02 SOLD	18,730.93	27,046.70	8,315.77-
SHARES:	04-22-02 ACQUIRED			
SHARES:	09-23-02 SOLD	7,492.38	10,751.82	3,259.44-
SHARES:	04-23-02 ACQUIRED			

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; CHEVRONTXACO CORP COM	SOLD 09-23-02 ACQUIRED 05-01-02	7,492.37	10,845.56	3,353.19-
SHARES; EL PASO CORP COM	SOLD 09-23-02 ACQUIRED 08-13-02	13,992.19	15,210.74	1,218.55-
SHARES; EL PASO CORP COM	SOLD 09-23-02 ACQUIRED 05-02-02	11,455.81	62,842.72	51,386.91-
SHARES; EL PASO CORP COM	SOLD 09-23-02 ACQUIRED 05-03-02	5,011.92	25,776.66	20,764.74-
SHARES; EL PASO CORP COM	SOLD 09-23-02 ACQUIRED 05-06-02	5,727.90	27,840.32	22,112.42-
SHARES; EL PASO CORP COM	SOLD 09-23-02 ACQUIRED 05-07-02	9,307.85	43,436.90	34,129.05-
SHARES; EL PASO CORP COM	SOLD 09-23-02 ACQUIRED 05-17-02	5,727.91	26,591.68	20,863.77-
SHARES; EL PASO CORP COM	SOLD 09-23-02 ACQUIRED 06-03-02	6,443.89	18,893.25	12,449.36-

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<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	900.00	SOLD 09-23-02 ACQUIRED 06-20-02	6,443.89	17,955.00	11,511.11-
SHARES:	300.00	SOLD 09-23-02 ACQUIRED 06-26-02	2,147.97	5,957.40	3,809.43-
CATERPILLAR INC., COMMON STOCK, NO PAR					
SHARES:	100.00	SOLD 09-25-02 ACQUIRED 05-01-02	3,717.48	5,422.78	1,705.30-
SHARES:	300.00	SOLD 09-25-02 ACQUIRED 05-31-02	11,152.43	15,719.43	4,567.00-
CAREMARK RX INC COM					
SHARES:	600.00	SOLD 09-26-02 ACQUIRED 08-16-02	10,138.67	8,394.42	1,744.25
SHARES:	600.00	SOLD 09-26-02 ACQUIRED 08-19-02	10,138.67	8,585.16	1,553.51
SHARES:	300.00	SOLD 09-26-02 ACQUIRED 08-20-02	5,069.34	4,293.39	775.95
APACHE CORP., COMMON STOCK, \$1.25 PAR					
SHARES:	400.00	SOLD 09-27-02 ACQUIRED 08-07-02	23,540.49	19,356.40	4,184.09
CHEVRONTEXACO CORP COM					

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<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	200.00	SOLD 09-27-02 ACQUIRED 08-13-02	14,639.53	15,210.74	571.21-
MICROSOFT CORP COM					
SHARES:	200.00	SOLD 09-27-02 ACQUIRED 12-11-01	9,218.30	13,482.50	4,264.20-
MARRIOTT INTL INC NEW COM STK CL A					
SHARES:	500.00	SOLD 09-30-02 ACQUIRED 08-29-02	14,516.86	16,568.15	2,051.29-
SHARES:	900.00	SOLD 09-30-02 ACQUIRED 09-03-02	26,130.35	28,739.16	2,608.81-
SHARES:	300.00	SOLD 09-30-02 ACQUIRED 09-06-02	8,710.12	9,833.31	1,123.19-
SHARES:	500.00	SOLD 09-30-02 ACQUIRED 09-10-02	14,516.86	16,586.10	2,069.24-
SHARES:	500.00	SOLD 09-30-02 ACQUIRED 09-12-02	14,516.86	15,681.55	1,164.69-
SHARES:	200.00	SOLD 09-30-02 ACQUIRED 09-18-02	5,806.75	6,154.44	347.69-
APACHE CORP., COMMON STOCK, \$1.25 PAR					

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; CHEVRONTEXACO CORP COM	10-01-02 SOLD 08-07-02 ACQUIRED	17,657.04	14,517.30	3,139.74
SHARES; CHEVRONTEXACO CORP COM	10-01-02 SOLD 08-13-02 ACQUIRED	21,498.82	22,816.11	1,317.29-
SHARES; CHEVRONTEXACO CORP COM	10-02-02 SOLD 08-13-02 ACQUIRED	14,534.46	15,210.74	676.28-
SHARES; CHEVRONTEXACO CORP COM	10-02-02 SOLD 08-15-02 ACQUIRED	7,267.23	7,773.20	505.97-
SHARES; CHEVRONTEXACO CORP COM	10-03-02 SOLD 08-15-02 ACQUIRED	21,678.22	23,319.60	1,641.38-
SHARES; PEOPLESFT, INC, COM	10-03-02 SOLD 08-29-02 ACQUIRED	14,452.14	15,210.20	758.06-
SHARES; PEOPLESFT, INC, COM	10-07-02 SOLD 09-05-02 ACQUIRED	11,027.19	13,673.61	2,646.42-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	10-07-02	22,054.37	28,344.60	6,290.23-
ACQUIRED	09-06-02			
SHARES:	10-07-02	8,576.70	10,763.97	2,187.27-
SOLD	10-07-02			
ACQUIRED	09-09-02			
BANK AMER CORP COM				
SHARES:	10-08-02	11,261.20	13,690.00	2,428.80-
SOLD	10-08-02			
ACQUIRED	06-27-02			
PEOPLESFT, INC, COM				
SHARES:	10-08-02	7,343.54	9,226.26	1,882.72-
SOLD	10-08-02			
ACQUIRED	09-09-02			
SHARES:	10-08-02	11,015.30	14,176.71	3,161.41-
SOLD	10-08-02			
ACQUIRED	09-10-02			
ELI LILLY & CO COM				
SHARES:	10-08-02	11,015.31	13,459.14	2,443.83-
SOLD	10-08-02			
ACQUIRED	09-16-02			
NOBLE CORPORATION COM				
SHARES:	10-10-02	11,993.71	15,296.78	3,303.07-
SOLD	10-10-02			
ACQUIRED	02-15-02			

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR				
SHARES:	SOLD 10-10-02	21,118.92	28,111.02	6,992.10-
	ACQUIRED 06-10-02			
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR				
SHARES:	SOLD 10-11-02	6,222.35	6,681.36	459.01-
	ACQUIRED 11-16-01			
SHARES:	SOLD 10-11-02	28,000.59	33,122.70	5,122.11-
	ACQUIRED 03-01-02			
SHARES:	SOLD 10-11-02	21,778.23	28,704.97	6,926.74-
	ACQUIRED 03-28-02			
SHARES:	SOLD 10-11-02	9,333.53	12,063.90	2,730.37-
	ACQUIRED 04-01-02			
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR				
SHARES:	SOLD 10-14-02	33,498.61	44,234.30	10,735.69-
	ACQUIRED 04-01-02			
SHARES:	SOLD 10-14-02	15,226.64	14,635.35	591.29
	ACQUIRED 07-23-02			
MOTOROLA INC., COMMON STOCK, \$3 PAR				

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; 1,600.00	10-15-02 SOLD	16,012.00	26,545.44	8,533.44-
SHARES; 1,900.00	10-15-02 SOLD	19,014.24	28,687.72	9,673.48-
SHARES; 1,600.00	10-15-02 SOLD	16,011.99	18,617.76	2,605.77-
SHARES; 500.00	10-15-02 SOLD	5,003.75	5,569.60	565.85-
SHARES; 900.00	10-15-02 SOLD	9,006.75	9,741.24	734.49-
TEXAS INSTRS INC COM				
SHARES; 700.00	10-17-02 SOLD	11,916.44	13,192.13	1,275.69-
SHARES; 1,100.00	10-17-02 SOLD	18,725.83	21,179.51	2,453.68-
TEXAS INSTRS INC COM				
SHARES; 300.00	10-18-02 SOLD	5,014.14	5,776.23	762.09-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
AMGEN INC COMMON STOCK				
SHARES:	SOLD 10-23-02	17,010.33	18,527.40	1,517.07-
	ACQUIRED 10-03-02			
ELI LILLY & CO COM				
SHARES:	SOLD 10-24-02	14,850.42	16,960.92	2,110.50-
	ACQUIRED 01-07-02			
SHARES:	SOLD 10-24-02	4,950.14	5,390.87	440.73-
	ACQUIRED 01-04-02			
SHARES:	SOLD 10-24-02	300.00	300.00	
	ACQUIRED 10-24-02			
SHARES:	SOLD 10-24-02	300.00	300.00	
	ACQUIRED 01-10-02			
ABBOTT LABORATORIES, COMMON STOCK, NO PAR				
SHARES:	SOLD 10-24-02	5,602.22	7,588.61	1,986.39-
	ACQUIRED 02-20-02			
SHARES:	SOLD 10-24-02	11,204.44	14,892.96	3,688.52-
	ACQUIRED 04-16-02			
SHARES:	SOLD 10-24-02	11,204.45	12,324.52	1,120.07-
	ACQUIRED 06-04-02			
SHARES:	SOLD 10-24-02	22,408.88	20,077.88	2,331.00
	ACQUIRED 07-03-02			

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; AMGEN INC COMMON STOCK	SOLD 10-25-02 ACQUIRED 11-13-01	12,796.77	16,052.19	3,255.42-
SHARES; BLACK & DECKER CORP., COMMON STOCK, \$.50 PAR	SOLD 10-25-02 ACQUIRED 01-10-02	19,854.92	22,372.68	2,517.76-
SHARES; HEWLETT PACKARD CO COM	SOLD 10-28-02 ACQUIRED 02-25-02	14,146.76	13,404.21	742.55
SHARES; BLACK & DECKER CORP., COMMON STOCK, \$.50 PAR	SOLD 10-28-02 ACQUIRED 05-15-02	31,250.25	38,812.80	7,562.55-
SHARES; GOLDMAN SACHS GROUP INC COM	SOLD 10-30-02 ACQUIRED 02-25-02	41,854.94	40,212.63	1,642.31

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; AMGEN INC COMMON STOCK	SOLD 10-30-02 ACQUIRED 04-02-02	23,954.39	28,631.52	4,677.13-
SHARES; BJ SVCS CO COM	SOLD 10-30-02 ACQUIRED 06-25-02	31,016.64	35,516.36	4,499.72-
SHARES; MELLON FINL CORP COM	SOLD 10-30-02 ACQUIRED 07-09-02	7,192.13	7,264.79	72.66-
SHARES;	SOLD 10-30-02 ACQUIRED 07-08-02	43,152.80	44,369.34	1,216.54-
SHARES;	SOLD 10-31-02 ACQUIRED 01-10-02	4,630.68	5,593.17	962.49-
SHARES;	SOLD 10-31-02 ACQUIRED 01-11-02	18,522.72	22,897.28	4,374.56-
SHARES;	SOLD 10-31-02 ACQUIRED 01-17-02	27,784.08	33,111.96	5,327.88-
SHARES;	SOLD 10-31-02 ACQUIRED 02-06-02	9,261.36	11,356.28	2,094.92-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	SOLD 10-31-02	27,789.09	33,956.10	6,172.01-
SHARES:	ACQUIRED 04-15-02			
SHARES:	SOLD 10-31-02	23,153.40	27,959.50	4,806.10-
SHARES:	ACQUIRED 04-24-02			
SHARES:	SOLD 10-31-02	9,261.36	8,248.32	1,013.04
SHARES:	ACQUIRED 06-20-02			
SHARES:	SOLD 10-31-02	27,789.08	20,507.16	7,276.92
SHARES:	ACQUIRED 07-10-02			
SHARES:	SOLD 10-31-02	115,767.01	124,700.00	8,932.99-
SHARES:	ACQUIRED 10-22-02			
CARNIVAL CORP COM				
SHARES:	SOLD 10-31-02	7,995.68	7,296.30	699.38
SHARES:	ACQUIRED 07-23-02			
BLACK & DECKER CORP., COMMON STOCK, \$.50 PAR				
SHARES:	SOLD 11-01-02	18,820.43	17,872.28	948.15
SHARES:	ACQUIRED 02-25-02			
CARNIVAL CORP COM				

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; NOBLE CORPORATION COM	11-01-02 SOLD 07-23-02 ACQUIRED	10,494.20	9,728.40	765.80
SHARES; ADR KONINKLIJKE PHILIPS ELECTRS N V N Y REGISTRY SH NEW 2000	11-04-02 SOLD 06-10-02 ACQUIRED	17,028.23	20,079.30	3,051.07-
SHARES; ADR KONINKLIJKE PHILIPS ELECTRS N V N Y REGISTRY SH NEW 2000	11-05-02 SOLD 04-17-02 ACQUIRED	49,304.65	81,913.00	32,608.35-
SHARES; ADR KONINKLIJKE PHILIPS ELECTRS N V N Y REGISTRY SH NEW 2000	11-05-02 SOLD 04-18-02 ACQUIRED	17,066.99	27,843.75	10,776.76-
SHARES; NOBLE CORPORATION COM	11-06-02 SOLD 04-18-02 ACQUIRED	11,331.20	18,562.50	7,231.30-
SHARES; NOBLE CORPORATION COM	11-06-02 SOLD 04-19-02 ACQUIRED	3,777.06	6,238.72	2,461.66-

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RUSSELL FAMILY FOUNDATION
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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; QUALCOMM INC COM	SOLD 11-06-02 ACQUIRED 06-10-02	37,852.72	44,174.46	6,321.74-
SHARES; QUALCOMM INC COM	SOLD 11-06-02 ACQUIRED 06-11-02	24,088.09	27,483.75	3,395.66-
SHARES; QUALCOMM INC COM	SOLD 11-06-02 ACQUIRED 06-12-02	6,882.31	7,868.36	986.05-
SHARES; QUALCOMM INC COM	SOLD 11-07-02 ACQUIRED 09-27-02	48,892.27	40,575.36	8,316.91
SHARES; QUALCOMM INC COM	SOLD 11-07-02 ACQUIRED 09-30-02	38,415.35	30,733.89	7,681.46
SHARES; QUALCOMM INC COM	SOLD 11-07-02 ACQUIRED 10-02-02	24,446.13	20,601.07	3,845.06
SHARES; QUALCOMM INC COM	SOLD 11-07-02 ACQUIRED 10-08-02	6,984.61	5,756.36	1,228.25
SHARES; QUALCOMM INC COM	SOLD 11-08-02 ACQUIRED 04-02-02	22,415.14	25,052.58	2,637.44-
SHARES; BJ SVCS CO COM				
SHARES; BRINKER INTL INC COM				

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; QUALCOMM INC COM	SOLD 11-08-02 ACQUIRED 10-08-02	10,705.09	8,634.54	2,070.55
SHARES; QUALCOMM INC COM	SOLD 11-08-02 ACQUIRED 10-09-02	10,705.08	8,450.94	2,254.14
SHARES; NOBLE CORPORATION COM	SOLD 11-08-02 ACQUIRED 10-22-02	32,115.26	33,012.00	896.74-
SHARES; NOBLE CORPORATION COM	SOLD 11-08-02 ACQUIRED 06-12-02	6,684.90	7,868.36	1,183.46-
SHARES; NOBLE CORPORATION COM	SOLD 11-08-02 ACQUIRED 06-13-02	10,027.35	11,958.00	1,930.65-
SHARES; NOBLE CORPORATION COM	SOLD 11-08-02 ACQUIRED 06-14-02	20,054.69	23,859.12	3,804.43-
SHARES; NOBLE CORPORATION COM	SOLD 11-11-02 ACQUIRED 06-14-02	16,507.10	19,882.60	3,375.50-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; BRINKER INTL INC COM	SOLD 11-11-02 ACQUIRED 08-12-02	19,808.52	18,327.54	1,480.98
SHARES; CARNIVAL CORP COM	SOLD 11-12-02 ACQUIRED 07-23-02	8,569.27	7,296.30	1,272.97
SHARES; NOBLE CORPORATION COM	SOLD 11-12-02 ACQUIRED 07-24-02	37,133.51	30,508.40	6,625.11
SHARES; BJ SVCS CO COM	SOLD 11-12-02 ACQUIRED 10-22-02	58,226.80	64,998.00	6,771.20-
SHARES; BRINKER INTL INC COM	SOLD 11-12-02 ACQUIRED 02-11-02	24,124.15	24,955.20	831.05-
SHARES; CARNIVAL CORP COM	SOLD 11-12-02 ACQUIRED 07-23-02	8,569.27	7,296.30	1,272.97
SHARES; NOBLE CORPORATION COM	SOLD 11-12-02 ACQUIRED 07-24-02	37,133.51	30,508.40	6,625.11
SHARES; BJ SVCS CO COM	SOLD 11-13-02 ACQUIRED 04-02-02	21,690.31	25,052.58	3,362.27-

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
BRINKER INTL INC COM	11-13-02	27,887.55	31,897.53	4,009.98-
SHARES:	SOLD			
	11-13-02			
	ACQUIRED			
BRINKER INTL INC COM	11-13-02	18,591.70	19,974.54	1,382.84-
SHARES:	SOLD			
	11-13-02			
	ACQUIRED			
BJ SVCS CO COM	11-13-02	9,066.29	9,358.20	291.91-
SHARES:	SOLD			
	11-13-02			
	ACQUIRED			
BRINKER INTL INC COM	11-14-02	3,082.91	3,329.09	246.18-
SHARES:	SOLD			
	11-14-02			
	ACQUIRED			
BRINKER INTL INC COM	11-14-02	30,829.06	33,834.70	3,005.64-
SHARES:	SOLD			
	11-14-02			
	ACQUIRED			
BRINKER INTL INC COM	11-14-02	27,746.17	30,547.53	2,801.36-
SHARES:	SOLD			
	11-14-02			
	ACQUIRED			
BRINKER INTL INC COM	11-14-02	27,746.16	27,720.00	26.16
SHARES:	SOLD			
	11-14-02			
	ACQUIRED			

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<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	300.00	SOLD 11-14-02 ACQUIRED 02-12-02	9,169.31	9,436.74	267.43-
SHARES:	100.00	SOLD 11-14-02 ACQUIRED 02-13-02	3,056.44	3,192.68	136.24-
BJ SVCS CO COM					
SHARES:	2,300.00	SOLD 11-15-02 ACQUIRED 10-22-02	70,433.07	70,840.00	406.93-
BRINKER INTL INC COM					
SHARES:	600.00	SOLD 11-15-02 ACQUIRED 02-13-02	18,528.76	19,156.08	627.32-
ELECTRONIC DATA SYS CORP NEW COM					
SHARES:	300.00	SOLD 11-18-02 ACQUIRED 12-11-01	4,442.03	21,021.90	16,579.87-
SHARES:	300.00	SOLD 11-18-02 ACQUIRED 12-12-01	4,442.02	20,609.40	16,167.38-
SHARES:	900.00	SOLD 11-18-02 ACQUIRED 01-02-02	13,326.08	60,550.74	47,224.66-
SHARES:	300.00	SOLD 11-18-02 ACQUIRED 01-03-02	4,442.03	19,486.38	15,044.35-

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<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	500.00	SOLD 11-18-02 ACQUIRED 04-23-02	7,403.37	25,657.10	18,253.73-
SHARES:	200.00	SOLD 11-18-02 ACQUIRED 05-06-02	2,961.35	10,998.50	8,037.15-
SHARES:	300.00	SOLD 11-18-02 ACQUIRED 05-07-02	4,442.03	15,876.57	11,434.54-
SHARES:	200.00	SOLD 11-18-02 ACQUIRED 06-13-02	2,961.35	9,389.64	6,428.29-
SHARES:	500.00	SOLD 11-18-02 ACQUIRED 07-08-02	7,403.37	16,516.10	9,112.73-
SHARES:	1,000.00	SOLD 11-18-02 ACQUIRED 09-30-02	14,806.76	14,057.60	749.16
SHARES:	900.00	SOLD 11-18-02 ACQUIRED 10-01-02	13,326.07	13,111.29	214.78
SHARES:	400.00	SOLD 11-18-02 ACQUIRED 10-02-02	5,922.70	5,580.52	342.18
SHARES:	500.00	SOLD 11-18-02 ACQUIRED 10-04-02	7,403.38	6,183.20	1,220.18
SHARES:	500.00	SOLD 11-18-02 ACQUIRED 10-09-02	7,403.37	5,712.40	1,690.97

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; TRIBUNE CO., COMMON STOCK, NO PAR	SOLD 11-18-02 ACQUIRED 10-22-02	8,884.06	8,496.00	388.06
SHARES; ELECTRONIC DATA SYS CORP NEW COM	SOLD 11-18-02 ACQUIRED 09-19-02	9,641.70	8,168.48	1,473.22
SHARES; BRINKER INTL INC COM	SOLD 11-19-02 ACQUIRED 10-22-02	96,813.27	92,040.00	4,773.27
SHARES; BRINKER INTL INC COM	SOLD 11-20-02 ACQUIRED 02-15-02	6,239.45	6,424.82	185.37-
SHARES; GOLDMAN SACHS GROUP INC COM	SOLD 11-21-02 ACQUIRED 02-15-02	9,421.70	9,637.23	215.53-
SHARES; GOLDMAN SACHS GROUP INC COM	SOLD 11-21-02 ACQUIRED 02-19-02	9,421.69	9,322.23	99.46

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
ORACLE CORPORATION COM SHARES:	SOLD 11-21-02 ACQUIRED 07-09-02	39,815.10	36,323.95	3,491.15
GOLDMAN SACHS GROUP INC COM SHARES:	SOLD 11-21-02 ACQUIRED 07-11-02	37,101.76	29,718.48	7,383.28
GOLDMAN SACHS GROUP INC COM SHARES:	SOLD 11-22-02 ACQUIRED 07-09-02	31,754.36	29,059.16	2,695.20
QUALCOMM INC COM SHARES:	SOLD 11-22-02 ACQUIRED 10-22-02	28,104.78	25,676.00	2,428.78
GOLDMAN SACHS GROUP INC COM SHARES:	SOLD 11-25-02 ACQUIRED 07-09-02	7,876.36	7,264.79	611.57
SHARES:	SOLD 11-25-02 ACQUIRED 07-15-02	25,629.09	21,446.82	2,182.27
SHARES:	SOLD 11-25-02 ACQUIRED 10-22-02	110,269.07	101,906.00	8,363.07

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; BLACK & DECKER CORP., COMMON STOCK, \$.50 PAR	SOLD 11-25-02 ACQUIRED 10-22-02	44,695.17	40,348.00	4,347.17
SHARES; WEATHERFORD INTERNATIONAL LTD	SOLD 11-26-02 ACQUIRED 03-08-02	8,641.57	9,353.80	712.23-
SHARES; GENERAL ELEC CO COM	SOLD 11-27-02 ACQUIRED 06-20-02	19,744.95	23,722.55	3,977.60-
SHARES; AOL TIME WARNER INC COM	SOLD 11-27-02 ACQUIRED 06-27-02	67,132.85	77,962.00	10,829.15-
SHARES; WEATHERFORD INTERNATIONAL LTD	SOLD 11-29-02 ACQUIRED 02-06-02	35,163.93	47,968.70	12,804.77-
SHARES; AOL TIME WARNER INC COM	SOLD 12-02-02 ACQUIRED 08-27-02	18,190.92	13,979.68	4,211.24
SHARES; WEATHERFORD INTERNATIONAL LTD	SOLD 12-02-02 ACQUIRED 08-28-02	13,229.76	9,895.12	3,334.64

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	12-02-02	20,758.22	19,674.85	1,083.37
SHARES:	12-02-02	8,303.29	7,453.36	849.93
SHARES:	12-02-02	99,639.48	99,024.00	615.48
LEHMAN BROTHERS HLDGS INC COM				
SHARES:	12-03-02	35,709.48	36,774.24	1,064.76-
ACQUIRED	08-20-02			
MICROSOFT CORP COM				
SHARES:	12-03-02	107,885.97	128,083.75	20,197.78-
ACQUIRED	12-11-01			
ABERCROMBIE & FITCH CO CL A				
SHARES:	12-04-02	2,378.76	2,442.34	63.58-
ACQUIRED	02-05-02			
SHARES:	12-04-02	33,302.61	33,832.82	530.21-
ACQUIRED	02-07-02			
BLACK & DECKER CORP., COMMON STOCK, \$.50 PAR				

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; 200.00	12-04-02 SOLD 03-08-02 ACQUIRED	8,229.01	9,353.80	1,124.79-
SHARES; 500.00	12-04-02 SOLD 03-11-02 ACQUIRED	20,572.53	23,168.90	2,596.37-
SHARES; 200.00	12-04-02 SOLD 09-24-02 ACQUIRED	8,229.01	8,038.04	190.97
BRINKER INTL INC COM				
SHARES; 400.00	12-04-02 SOLD 02-25-02 ACQUIRED	11,610.77	13,443.68	1,832.91-
SHARES; 500.00	12-04-02 SOLD 02-26-02 ACQUIRED	14,513.46	16,874.95	2,361.49-
SHARES; 400.00	12-04-02 SOLD 03-08-02 ACQUIRED	11,610.77	13,877.68	2,266.91-
MELTON FINL CORP COM				
SHARES; 600.00	12-04-02 SOLD 06-25-02 ACQUIRED	17,527.27	19,372.56	1,845.29-
SHARES; 800.00	12-04-02 SOLD 06-27-02 ACQUIRED	23,369.69	24,813.20	1,443.51-
WAL-MART STORES, INC, COMMON STOCK, \$.10 PAR				

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<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>
SHARES:	100.00	SOLD	12-09-02	3,103.90	2,978.78	125.12
		ACQUIRED	08-19-02			
SHARES:	200.00	SOLD	12-09-02	6,207.79	5,090.78	1,117.01
		ACQUIRED	09-17-02			
SHARES:	800.00	SOLD	12-09-02	24,831.17	24,464.00	367.17
		ACQUIRED	10-22-02			
LEHMAN BROTHERS HLDGS INC COM						
SHARES:	100.00	SOLD	12-09-02	5,500.62	6,129.04	628.42-
		ACQUIRED	08-20-02			
SHARES:	500.00	SOLD	12-09-02	27,503.12	29,516.20	2,013.08-
		ACQUIRED	08-27-02			
UNITED TECHNOLOGIES CORP COM						
SHARES:	500.00	SOLD	12-09-02	30,488.83	30,925.95	437.12-
		ACQUIRED	07-22-02			
BRINKER INTL INC COM						
SHARES:	2,500.00	SOLD	12-10-02	76,721.93	76,450.00	271.93
		ACQUIRED	10-22-02			
LEHMAN BROTHERS HLDGS INC COM						

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	SOLD 12-10-02	5,514.89	5,903.24	388.35-
SHARES:	ACQUIRED 08-27-02			
SHARES:	SOLD 12-10-02	22,059.58	19,918.88	2,140.70
SHARES:	ACQUIRED 09-27-02			
SHARES:	SOLD 12-10-02	16,544.68	15,049.17	1,495.51
SHARES:	ACQUIRED 10-02-02			
SHARES:	SOLD 12-10-02	27,574.47	28,129.45	554.98-
SHARES:	ACQUIRED 10-22-02			
LEHMAN BROTHERS HLDGS INC COM				
SHARES:	SOLD 12-11-02	71,519.55	73,136.57	1,617.02-
SHARES:	ACQUIRED 10-22-02			
MELTON FINL CORP COM				
SHARES:	SOLD 12-11-02	16,682.19	18,609.90	1,927.71-
SHARES:	ACQUIRED 06-27-02			
SHARES:	SOLD 12-11-02	19,462.56	22,196.09	2,733.53-
SHARES:	ACQUIRED 06-28-02			
SHARES:	SOLD 12-11-02	2,780.57	3,071.29	290.92-
SHARES:	ACQUIRED 07-01-02			
PEPSICO INC COM				

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; APACHE CORP., COMMON STOCK, \$1.25 PAR	SOLD 12-11-02 ACQUIRED 09-09-02	43,087.30	38,919.30	4,168.00
SHARES; APACHE CORP., COMMON STOCK, \$1.25 PAR	SOLD 12-12-02 ACQUIRED 10-11-02	80,905.38	75,653.76	5,251.62
SHARES; APACHE CORP., COMMON STOCK, \$1.25 PAR	SOLD 12-12-02 ACQUIRED 10-14-02	17,336.86	16,394.97	941.89
SHARES; APACHE CORP., COMMON STOCK, \$1.25 PAR	SOLD 12-12-02 ACQUIRED 10-22-02	57,789.56	55,882.90	1,906.66
SHARES; APACHE CORP., COMMON STOCK, \$1.25 PAR	SOLD 12-13-02 ACQUIRED 10-22-02	46,794.67	44,706.32	2,088.35
SHARES; APACHE CORP., COMMON STOCK, \$1.25 PAR	SOLD 12-13-02 ACQUIRED 10-28-02	11,698.67	10,659.94	1,038.73
SHARES; APACHE CORP., COMMON STOCK, \$1.25 PAR	SOLD 12-13-02 ACQUIRED 11-01-02	35,096.00	32,860.02	2,235.98
SHARES; APACHE CORP., COMMON STOCK, \$1.25 PAR	SOLD 12-13-02 ACQUIRED 11-04-02	5,849.33	5,525.93	323.40

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SHARES:	200.00	SOLD 12-13-02 ACQUIRED 09-24-02	8,332.91	8,038.04	294.87
SHARES:	300.00	SOLD 12-13-02 ACQUIRED 10-22-02	12,499.36	13,377.00	877.64-
HONEYWELL INTL INC COM STK					
SHARES:	500.00	SOLD 12-13-02 ACQUIRED 08-08-02	11,920.39	16,066.25	4,145.86-
PEPSICO INC COM					
SHARES:	1,400.00	SOLD 12-13-02 ACQUIRED 09-09-02	58,669.15	54,487.02	4,182.13
SHARES:	400.00	SOLD 12-13-02 ACQUIRED 09-12-02	16,762.61	15,772.00	990.61
SHARES:	200.00	SOLD 12-13-02 ACQUIRED 09-16-02	8,381.31	8,104.24	277.07
APACHE CORP., COMMON STOCK, \$1.25 PAR					
SHARES:	500.00	SOLD 12-16-02 ACQUIRED 11-04-02	29,482.31	27,629.65	1,852.66
SHARES:	300.00	SOLD 12-16-02 ACQUIRED 11-08-02	17,689.38	15,911.52	1,777.86
BLACK & DECKER CORP., COMMON STOCK, \$.50 PAR					

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RE: RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY		DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES:	1,900.00	SOLD 12-16-02 ACQUIRED 10-22-02	79,835.59	84,721.00	4,885.41-
PEPSICO INC COM					
SHARES:	300.00	SOLD 12-16-02 ACQUIRED 09-16-02	12,625.75	12,156.36	469.39
SHARES:	800.00	SOLD 12-16-02 ACQUIRED 09-17-02	33,668.66	32,453.28	1,215.38
SHARES:	800.00	SOLD 12-16-02 ACQUIRED 10-22-02	33,668.67	35,792.00	2,123.33-
PEPSICO INC COM					
SHARES:	1,400.00	SOLD 12-17-02 ACQUIRED 10-22-02	58,546.09	62,636.00	4,089.91-
MELLON FINL CORP COM					
SHARES:	400.00	SOLD 12-20-02 ACQUIRED 07-01-02	10,498.56	12,285.16	1,786.60-
SHARES:	200.00	SOLD 12-20-02 ACQUIRED 07-02-02	5,249.28	6,079.56	830.28-
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR					

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EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
SHARES; VIACOM COMMON STOCK CL B	SOLD 12-20-02 ACQUIRED 06-12-02	35,576.91	39,754.61	4,177.70-
SHARES; HEWLETT PACKARD CO COM	SOLD 12-23-02 ACQUIRED 10-19-02	20,909.37	22,070.05	1,160.68-
SHARES; HEWLETT PACKARD CO COM	SOLD 12-23-02 ACQUIRED 10-21-02	12,545.62	13,334.49	788.87-
SHARES; HEWLETT PACKARD CO COM	SOLD 12-23-02 ACQUIRED 10-22-02	12,545.62	13,835.52	1,289.90-
SHARES; HEWLETT PACKARD CO COM	SOLD 12-30-02 ACQUIRED 05-15-02	29,352.33	32,990.88	3,638.55-
SHARES; HEWLETT PACKARD CO COM	SOLD 12-30-02 ACQUIRED 05-16-02	44,891.80	50,820.38	5,928.58-
SHARES; HEWLETT PACKARD CO COM	SOLD 12-30-02 ACQUIRED 05-17-02	50,071.63	57,280.80	7,209.17-
SUB-TOTAL		16,028,495.23	18,076,408.67	2,047,913.44-
TOTAL SHORT TERM CAPITAL GAIN/LOSS-		16,028,495.23	18,076,408.67	2,047,913.44-
LONG TERM CAPITAL GAINS AND LOSSES				
DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS
				28% RATE GAIN/LOSS

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RE: RUSSELL FAMILY FOUNDATION
SUFFOLK CAPITAL MANAGEMENT

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FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>	<u>28% RATE GAIN/LOSS</u>
MARATHON OIL CORP COM						
SHARES: 700.00	SOLD	03-12-02	20,322.72	20,705.65	382.93-	0.00
	ACQUIRED	03-08-01				
BANK AMER CORP COM						
SHARES: 400.00	SOLD	03-18-02	27,578.14	20,845.56	6,732.58	0.00
	ACQUIRED	03-14-01				
AIR PRODUCTS AND CHEMICALS, INC., COMMON STOCK, \$1 PAR						
SHARES: 600.00	SOLD	03-19-02	31,469.52	25,956.00	5,513.52	0.00
	ACQUIRED	03-09-01				
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR						
SHARES: 300.00	SOLD	03-25-02	18,531.77	14,793.00	3,738.77	0.00
	ACQUIRED	03-12-01				
AIR PRODUCTS AND CHEMICALS, INC., COMMON STOCK, \$1 PAR						
SHARES: 1,300.00	SOLD	03-26-02	64,988.88	56,238.00	8,750.88	0.00
	ACQUIRED	03-09-01				
FRANKLIN RES INC. COMMON STOCK,						

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 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
RUSSELL FAMILY FOUNDATION SUFFOLK CAPITAL MANAGEMENT	03-28-02 ACQUIRED 03-07-01	33,571.89	34,091.68	519.79-	0.00
PFIZER INC., COMMON STOCK, \$11 1/9 PAR	03-28-02 SOLD 03-09-01	35,699.22	38,439.00	2,739.78-	0.00
FRANKLIN RES INC, COMMON STOCK,	04-01-02 SOLD 03-07-01	16,398.58	17,045.84	647.46-	0.00
FRANKLIN RES INC, COMMON STOCK,	04-02-02 SOLD 03-07-01	57,696.74	59,660.44	1,963.70-	0.00
BAXTER INTL INC COMMON STOCK	04-03-02 SOLD 03-07-01	56,968.58	45,405.00	11,563.58	0.00
INTERNATIONAL BUSINESS MACHS CORP COM	04-09-02 SOLD 03-07-01	61,651.55	74,599.00	12,947.45-	0.00
INTEL CORP CAPITAL STOCK \$1.001 PAR					

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RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; INTEL CORP CAPITAL STOCK \$.001 PAR	04-11-02 SOLD 03-14-01 ACQUIRED	63,176.37	64,195.78	1,019.41-	0.00
SHARES; INTERNATIONAL BUSINESS MACHS CORP COM	04-12-02 SOLD 03-14-01 ACQUIRED	56,616.49	58,359.80	1,743.31-	0.00
SHARES; INTERNATIONAL BUSINESS MACHS CORP COM	04-12-02 SOLD 03-07-01 ACQUIRED	34,571.67	42,628.00	8,056.33-	0.00
SHARES; INTERNATIONAL BUSINESS MACHS CORP COM	04-15-02 SOLD 03-07-01 ACQUIRED	34,255.48	42,628.00	8,372.52-	0.00
SHARES; INTEL CORP CAPITAL STOCK \$.001 PAR	04-16-02 SOLD 03-14-01 ACQUIRED	79,020.14	78,785.73	234.41	0.00
SHARES; BANK AMER CORP COM	04-19-02 SOLD 03-14-01 ACQUIRED	64,198.21	46,902.51	17,295.70	0.00
SHARES; TEXTRON, INC., COMMON STOCK, \$.25 PAR					

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 01-01-02 THROUGH 12-31-02

28% RATE	GAIN/LOSS	COST BASIS	SALES PROCEEDS	DATE SOLD/ ACQUIRED	DESCRIPTION OF PROPERTY
0.00	2,947.06-	28,063.35	25,116.29	04-23-02 SOLD 03-07-01 ACQUIRED	SHARES; TEXTRON, INC., COMMON STOCK, \$.25 PAR
0.00	1,115.75-	11,225.34	10,109.59	04-24-02 SOLD 03-07-01 ACQUIRED	SHARES; TEXTRON, INC., COMMON STOCK, \$.25 PAR
0.00	2,569.44-	22,450.68	19,881.24	04-25-02 SOLD 03-07-01 ACQUIRED	SHARES; TEXTRON, INC., COMMON STOCK, \$.25 PAR
0.00	686.30-	5,612.67	4,926.37	04-29-02 SOLD 03-07-01 ACQUIRED	SHARES; IVAX CORP COM
0.00	10,809.51-	22,386.70	11,577.19	04-30-02 SOLD 04-12-01 ACQUIRED	SHARES; TEXTRON, INC., COMMON STOCK, \$.25 PAR
0.00	3,424.25-	6,392.76	2,968.51	04-30-02 SOLD 04-17-01 ACQUIRED	SHARES; TEXTRON, INC., COMMON STOCK, \$.25 PAR
0.00	1,052.96-	1,943.51	890.55	04-30-02 SOLD 04-18-01 ACQUIRED	SHARES; TEXTRON, INC., COMMON STOCK, \$.25 PAR

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FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY			DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES:	200.00	SOLD	04-30-02	9,862.18	11,225.34	1,363.16-	0.00
		ACQUIRED	03-07-01				
IVAX CORP COM							
SHARES:	425.00	SOLD	05-01-02	4,880.25	11,013.25	6,133.00-	0.00
		ACQUIRED	04-18-01				
SHARES:	975.00	SOLD	05-01-02	11,195.88	26,089.28	14,893.40-	0.00
		ACQUIRED	04-23-01				
IVAX CORP COM							
SHARES:	700.00	SOLD	05-02-02	8,192.20	18,730.77	10,538.57-	0.00
		ACQUIRED	04-23-01				
IVAX CORP COM							
SHARES:	100.00	SOLD	05-03-02	1,128.48	2,675.82	1,547.34-	0.00
		ACQUIRED	04-23-01				
LEAR CORP COM STK PAR \$0.01							
SHARES:	200.00	SOLD	05-07-02	10,160.13	7,031.94	3,128.19	0.00
		ACQUIRED	04-23-01				
IVAX CORP COM							

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RE: RUSSELL FAMILY FOUNDATION
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FEDERAL SCHEDULE OF GAINS AND LOSSES
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01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY		DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES: 1,000.00	SOLD	05-08-02	10,990.46	26,758.24	15,767.78-	0.00
	ACQUIRED	04-23-01				
LEAR CORP COM STK PAR \$0.01						
SHARES: 100.00	SOLD	05-08-02	5,085.74	3,515.97	1,569.77	0.00
	ACQUIRED	04-23-01				
IVAX CORP COM						
SHARES: 350.00	SOLD	05-09-02	3,771.66	9,365.39	5,593.73-	0.00
	ACQUIRED	04-23-01				
SHARES: 1,500.00	SOLD	05-09-02	16,164.26	39,538.32	23,374.06-	0.00
	ACQUIRED	04-24-01				
SHARES: 250.00	SOLD	05-09-02	2,694.04	7,461.24	4,767.20-	0.00
	ACQUIRED	05-01-01				
LOWES COS INC COMMON STOCK \$.50 PAR						
SHARES: 1,200.00	SOLD	05-22-02	56,174.86	36,326.28	19,848.58	0.00
	ACQUIRED	03-09-01				
LOWES COS INC COMMON STOCK \$.50 PAR						
SHARES: 1,700.00	SOLD	05-30-02	81,232.05	51,462.23	29,769.82	0.00
	ACQUIRED	03-09-01				
LOWES COS INC COMMON STOCK \$.50 PAR						

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<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>	<u>28% RATE GAIN/LOSS</u>
SHARES: 1,000.00	SOLD	05-31-02	47,970.45	30,271.90	17,698.55	0.00
	ACQUIRED	03-09-01				
XCEL ENERGY INC COM						
SHARES: 1,000.00	SOLD	05-31-02	21,379.95	30,182.80	8,802.85-	0.00
	ACQUIRED	05-15-01				
XCEL ENERGY INC COM						
SHARES: 2,500.00	SOLD	06-03-02	53,030.64	75,457.00	22,426.36-	0.00
	ACQUIRED	05-15-01				
SHARES: 200.00	SOLD	06-03-02	4,242.45	6,059.28	1,816.83-	0.00
	ACQUIRED	05-25-01				
ALCOA INC COM STK						
SHARES: 1,400.00	SOLD	06-27-02	43,972.25	48,662.04	4,689.79-	0.00
	ACQUIRED	03-28-01				
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR						
SHARES: 500.00	SOLD	07-09-02	27,694.26	24,655.00	3,039.26	0.00
	ACQUIRED	03-12-01				
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR						

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 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR	SOLD 07-10-02 ACQUIRED 03-12-01	27,479.67	29,655.00	2,824.67	0.00
SHARES; WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR	SOLD 07-11-02 ACQUIRED 03-12-01	75,849.29	69,034.00	6,815.29	0.00
SHARES; WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR	SOLD 07-15-02 ACQUIRED 03-12-01	15,379.48	14,793.00	586.48	0.00
SHARES; PFIZER INC., COMMON STOCK, \$.11 1/9 PAR	SOLD 07-16-02 ACQUIRED 03-09-01	14,460.81	21,355.00	6,894.19-	0.00
SHARES; TARGET CORP COM	SOLD 07-24-02 ACQUIRED 07-16-01	41,049.12	46,922.33	5,873.21-	0.00
SHARES; TARGET CORP COM	SOLD 07-24-02 ACQUIRED 07-18-01	15,788.12	17,648.70	1,860.58-	0.00

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY DATE SOLD/ACQUIRED SALES PROCEEDS COST BASIS GAIN/LOSS 28% RATE GAIN/LOSS

SHARES; 200.00 SOLD 07-26-02 6,584.90 7,253.92 669.02- 0.00
 ACQUIRED 07-19-01
 FEDERATED DEPT STORES INC DEL COMMON STOCK

SHARES; 800.00 SOLD 07-30-02 30,324.76 38,126.72 7,801.96- 0.00
 ACQUIRED 03-09-01
 PFIZER INC., COMMON STOCK, \$11 1/9 PAR

SHARES; 600.00 SOLD 08-02-02 19,046.78 25,626.00 6,579.22- 0.00
 ACQUIRED 03-09-01
 WAL-MART STORES, INC. COMMON STOCK, \$10 PAR

SHARES; 400.00 SOLD 08-05-02 18,474.00 19,724.00 1,250.00- 0.00
 ACQUIRED 03-12-01
 TARGET CORP COM

SHARES; 100.00 SOLD 08-06-02 3,188.85 3,626.96 438.11- 0.00
 ACQUIRED 07-19-01
 SHARES; 200.00 SOLD 08-06-02 6,377.71 7,400.86 1,023.15- 0.00
 ACQUIRED 07-27-01

#REORG/CONOCO STK MERGER CONOCO PHILIPS
 SEC #2197249 RATE .4677 EFF 8/30/02

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
TARGET CORP COM SHARES; 1,400.00	SOLD 08-07-02 ACQUIRED 03-12-01	31,414.49	42,924.00	11,509.51-	0.00
REORG/CONOCO STK MERGER CONOCO PHILIPS SHARES; 100.00	SOLD 08-07-02 ACQUIRED 07-27-01	3,234.35	3,700.43	466.08-	0.00
REORG/CONOCO STK MERGER CONOCO PHILIPS SHARES; 500.00	SOLD 08-08-02 ACQUIRED 03-12-01	11,762.09	15,330.00	3,567.91-	0.00
REORG/CONOCO STK MERGER CONOCO PHILIPS SHARES; 900.00	SOLD 08-09-02 ACQUIRED 03-12-01	21,389.92	27,594.00	6,204.08-	0.00
PRAXAIR INC COMMON STOCK SHARES; 300.00	SOLD 08-13-02 ACQUIRED 03-09-01	16,789.02	14,715.00	2,074.02	0.00
REORG/CONOCO STK MERGER CONOCO PHILIPS SEC #2197249 RATE .4677 EFF 8/30/02					

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DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; PFIZER INC., COMMON STOCK, \$11 1/9 PAR	SOLD 08-14-02 ACQUIRED 03-12-01	33,426.65	42,924.00	9,497.35-	0.00
SHARES; PFIZER INC., COMMON STOCK, \$11 1/9 PAR	SOLD 08-14-02 ACQUIRED 03-09-01	15,991.56	21,355.00	5,363.44-	0.00
SHARES; PFIZER INC., COMMON STOCK, \$11 1/9 PAR	SOLD 08-15-02 ACQUIRED 03-09-01	13,371.19	17,084.00	3,712.81-	0.00
SHARES; WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR	SOLD 08-15-02 ACQUIRED 03-12-01	10,709.67	9,862.00	847.67	0.00
SHARES; #REORG/CONOCO STK MERGER CONOCO PHILIPS SEC #2197249 RATE .4677 EFF 8/30/02	SOLD 08-16-02 ACQUIRED 03-12-01	21,779.61	27,594.00	5,814.39-	0.00
SHARES; #REORG/CONOCO STK MERGER CONOCO PHILIPS SEC #2197249 RATE .4677 EFF 8/30/02	SOLD 08-16-02 ACQUIRED 03-12-01	21,779.61	27,594.00	5,814.39-	0.00

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 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>	<u>28% RATE GAIN/LOSS</u>
SHARES:	800.00	SOLD 08-19-02 ACQUIRED 03-12-01	19,307.73	24,528.00	5,220.27-	0.00
#REORG/CONOCO STK MERGER CONOCO PHILIPS SEC #2197249 RATE .4677 EFF 8/30/02						
SHARES:	500.00	SOLD 08-20-02 ACQUIRED 03-12-01	11,949.43	15,330.00	3,380.57-	0.00
#REORG/CONOCO STK MERGER CONOCO PHILIPS SEC #2197249 RATE .4677 EFF 8/30/02						
SHARES:	600.00	SOLD 08-21-02 ACQUIRED 03-12-01	14,253.47	18,396.00	4,142.53-	0.00
PRAXAIR INC COMMON STOCK						
SHARES:	100.00	SOLD 08-23-02 ACQUIRED 03-09-01	5,637.77	4,905.00	732.77	0.00
INTERNATIONAL RECTIFIER CORP COM						
SHARES:	300.00	SOLD 08-26-02 ACQUIRED 03-14-01	7,244.75	11,193.93	3,949.18-	0.00
ALCOA INC COM STK						
SHARES:	900.00	SOLD 08-27-02 ACQUIRED 03-28-01	24,279.37	31,282.74	7,003.37-	0.00

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 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; GENERAL ELEC CO COM	SOLD 08-27-02 ACQUIRED 07-16-01	5,395.42	8,183.36	2,787.94-	0.00
SHARES; GENERAL ELEC CO COM	SOLD 08-27-02 ACQUIRED 03-07-01	15,899.52	23,015.00	7,115.48-	0.00
PRAXAIR INC COMMON STOCK	SOLD 08-27-02 ACQUIRED 03-09-01	17,445.61	14,715.00	2,730.61	0.00
LEAR CORP COM STK PAR 40.01	SOLD 08-28-02 ACQUIRED 04-23-01	9,593.51	7,031.94	2,561.57	0.00
PRAXAIR INC COMMON STOCK	SOLD 08-28-02 ACQUIRED 03-09-01	5,797.32	4,905.00	892.32	0.00
SHARES; GENERAL ELEC CO COM	SOLD 08-29-02 ACQUIRED 03-07-01	15,087.04	23,015.00	7,927.96-	0.00
TRAVELERS PRY CAS CORP NEW CL A					

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EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; PFIZER INC., COMMON STOCK, \$.11 1/9 PAR	SOLD 08-29-02 ACQUIRED 03-22-01	3,403.49	4,092.45	688.96-	0.00
SHARES; LEAR CORP COM STK PAR \$0.01	SOLD 09-04-02 ACQUIRED 04-03-01	9,591.76	11,877.75	2,285.99-	0.00
SHARES; LEAR CORP COM STK PAR \$0.01	SOLD 09-05-02 ACQUIRED 04-23-01	9,369.71	7,031.94	2,337.77	0.00
SHARES; LEAR CORP COM STK PAR \$0.01	SOLD 09-06-02 ACQUIRED 04-23-01	47,293.57	35,159.70	12,133.87	0.00
SHARES; TRAVELERS PPTY CAS CORP NEW CL B	SOLD 09-06-02 ACQUIRED 03-22-01	6,492.66	9,085.10	2,592.44-	0.00
SHARES; BANK AMER CORP COM					

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FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; LEAR CORP COM STK PAR #0.01	SOLD 09-09-02 ACQUIRED 03-14-01	89,351.24	67,748.07	21,603.17	0.00
SHARES; LEAR CORP COM STK PAR #0.01	SOLD 09-09-02 ACQUIRED 04-23-01	9,664.06	7,031.94	2,632.12	0.00
SHARES; LEAR CORP COM STK PAR #0.01	SOLD 09-10-02 ACQUIRED 04-23-01	4,827.16	3,515.97	1,311.19	0.00
SHARES; BANK AMER CORP COM	SOLD 09-11-02 ACQUIRED 03-14-01	13,774.14	10,422.78	3,351.36	0.00
SHARES; BANK AMER CORP COM	SOLD 09-12-02 ACQUIRED 03-14-01	13,582.75	10,422.78	3,159.97	0.00
SHARES; BANK AMER CORP COM	SOLD 09-13-02 ACQUIRED 04-23-01	18,818.63	14,063.88	4,754.75	0.00

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RE: RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>			<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>	<u>28% RATE GAIN/LOSS</u>
SHARES:	500.00	SOLD	09-17-02	34,425.91	26,056.95	8,368.96	0.00
		ACQUIRED	03-14-01				
CISCO SYS INC COMMON STOCK							
SHARES:	400.00	SOLD	09-19-02	4,791.89	8,632.44	3,840.55-	0.00
		ACQUIRED	03-09-01				
SHARES:	100.00	SOLD	09-19-02	1,197.98	1,947.50	749.52-	0.00
		ACQUIRED	05-09-01				
SHARES:	900.00	SOLD	09-19-02	10,781.76	17,168.67	6,386.91-	0.00
		ACQUIRED	05-10-01				
SHARES:	2,500.00	SOLD	09-19-02	29,949.34	57,122.00	27,172.66-	0.00
		ACQUIRED	05-23-01				
EL PASO CORP COM							
SHARES:	1,300.00	SOLD	09-23-02	9,307.85	90,761.97	81,454.12-	0.00
		ACQUIRED	03-14-01				
FEDERATED DEPT STORES INC DEL COMMON STOCK							
SHARES:	300.00	SOLD	09-24-02	9,767.85	14,297.52	4,529.67-	0.00
		ACQUIRED	03-09-01				
FEDERATED DEPT STORES INC DEL COMMON STOCK							

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EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; 1,300.00	SOLD 09-25-02 ACQUIRED 03-09-01	42,795.48	61,955.92	19,160.44-	0.00
GENERAL ELEC CO COM					
SHARES; 300.00	SOLD 09-25-02 ACQUIRED 03-07-01	7,844.76	13,809.00	5,964.24-	0.00
BANK AMER CORP COM					
SHARES; 300.00	SOLD 10-08-02 ACQUIRED 03-14-01	16,891.80	15,634.17	1,257.63	0.00
ABBOTT LABORATORIES, COMMON STOCK, NO PAR					
SHARES; 300.00	SOLD 10-25-02 ACQUIRED 10-19-01	12,796.77	15,838.23	3,041.46-	0.00
SHARES; 400.00	SOLD 10-25-02 ACQUIRED 10-22-01	17,062.37	21,510.44	4,448.07-	0.00
LEAR CORP COM STK PAR \$0.01					
SHARES; 100.00	SOLD 10-29-02 ACQUIRED 04-23-01	3,626.01	3,515.97	110.04	0.00
LEAR CORP COM STK PAR \$0.01					

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EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES:	SOLD 10-30-02	14,593.44	14,063.88	529.56	0.00
LEARN CORP COM STK PAR #0.01	ACQUIRED 04-23-01				
SHARES:	SOLD 10-31-02	10,897.41	10,547.91	349.50	0.00
LEARN CORP COM STK PAR #0.01	ACQUIRED 04-23-01				
SHARES:	SOLD 11-04-02	18,841.33	17,579.85	1,261.48	0.00
SHARES:	ACQUIRED 04-23-01				
SHARES:	SOLD 11-04-02	7,536.53	6,950.82	585.71	0.00
SHARES:	ACQUIRED 04-25-01				
ELECTRONIC DATA SYS CORP NEW COM	SOLD 11-18-02	29,613.50	108,460.00	78,846.50	0.00
SHARES:	ACQUIRED 03-16-01				
TYCO INTL LTD NEW COM	SOLD 11-19-02	39,590.88	124,779.84	85,188.96	0.00
SHARES:	ACQUIRED 03-12-01				
GENERAL ELEC CO COM	SOLD 11-19-02				
SHARES:	ACQUIRED 03-12-01				

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RE:

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

<u>DESCRIPTION OF PROPERTY</u>		<u>DATE SOLD/ ACQUIRED</u>	<u>SALES PROCEEDS</u>	<u>COST BASIS</u>	<u>GAIN/LOSS</u>	<u>28% RATE GAIN/LOSS</u>
SHARES:	3,400.00	SOLD 11-20-02 ACQUIRED 03-07-01	82,903.43	156,502.00	73,598.57-	0.00
SHARES:	300.00	SOLD 11-20-02 ACQUIRED 03-23-01	7,315.01	11,517.00	4,201.99-	0.00
TYCO INTL LTD NEW COM						
SHARES:	2,200.00	SOLD 11-20-02 ACQUIRED 03-12-01	36,520.65	114,381.52	77,860.87-	0.00
GENERAL ELEC CO COM						
SHARES:	200.00	SOLD 11-21-02 ACQUIRED 03-23-01	5,291.84	7,678.00	2,386.16-	0.00
SHARES:	500.00	SOLD 11-21-02 ACQUIRED 08-31-01	13,229.60	20,392.30	7,162.70-	0.00
SHARES:	100.00	SOLD 11-21-02 ACQUIRED 09-04-01	2,645.92	4,176.84	1,530.92-	0.00
GENERAL ELEC CO COM						
SHARES:	200.00	SOLD 11-29-02 ACQUIRED 09-04-01	5,409.84	8,353.68	2,943.84-	0.00
WAL-MART STORES, INC. COMMON STOCK, \$.10 PAR						

EMPLOYER I/D NO. 91-1663336

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

DESCRIPTION OF PROPERTY	DATE SOLD/ ACQUIRED	SALES PROCEEDS	COST BASIS	GAIN/LOSS	28% RATE GAIN/LOSS
SHARES; BAXTER INTL INC COMMON STOCK	SOLD 12-04-02 ACQUIRED 03-12-01	27,323.07	29,655.00	2,668.07	0.00
SHARES; ABBOTT LABORATORIES, COMMON STOCK, NO PAR	SOLD 12-10-02 ACQUIRED 03-07-01	50,001.84	72,648.00	22,646.16-	0.00
SHARES; ABBOTT LABORATORIES, COMMON STOCK, NO PAR	SOLD 12-10-02 ACQUIRED 11-09-01	3,125.12	4,824.91	1,699.79-	0.00
SHARES; PFIZER INC., COMMON STOCK, \$11 1/9 PAR	SOLD 12-18-02 ACQUIRED 11-13-01	8,159.87	10,747.00	2,587.13-	0.00
SHARES; PFIZER INC., COMMON STOCK, \$11 1/9 PAR	SOLD 12-20-02 ACQUIRED 11-21-01	36,074.63	47,511.00	11,436.37-	0.00
SHARES; PFIZER INC., COMMON STOCK, \$11 1/9 PAR	SOLD 12-20-02 ACQUIRED 04-03-01	9,018.66	12,272.76	3,254.10-	0.00
SUB-TOTAL		2,718,300.99	3,351,547.12	633,246.13-	0.00
TOTAL LONG TERM CAPITAL GAIN/LOSS-		2,718,300.99	3,351,547.12	633,246.13-	0.00

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EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
 ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
 01-01-02 THROUGH 12-31-02

RUSSELL FAMILY FOUNDATION
 SUFFOLK CAPITAL MANAGEMENT

RE:

DESCRIPTION OF PROPERTY

DATE SOLD/
ACQUIRED

SALES
PROCEEDS

BASIS
COST

GAIN/LOSS

28% RATE
GAIN/LOSS

END OF SALES SCHEDULE

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EMPLOYER I/D NO. 91-1663336

FEDERAL SCHEDULE OF GAINS AND LOSSES
ACCOUNT TRANSACTIONS TAXABLE DURING THE PERIOD
01-01-02 THROUGH 12-31-02

RUSSELL FAMILY FOUNDATION
SUFFOLK CAPITAL MANAGEMENT

RE:

*** SUMMARY REPORT ***

~~SHORT TERM GAINS AND LOSSES~~

SHORT TERM GAINS AND LOSSES 2,047,913.44-

TOTAL SHORT TERM CAPITAL GAINS AND LOSSES

2,047,913.44-

~~LONG TERM GAINS AND LOSSES~~

NET LONG TERM CAPITAL GAINS AND LOSSES - 20 % 633,246.13-

NET L/T CAPITAL GAIN-QUALIFIED 5-YEAR GAIN 0.00

SUB TOTAL LONG TERM GAINS AND LOSSES

633,246.13-

TOTAL LONG TERM CAPITAL GAINS AND LOSSES

633,246.13-

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
	EQUIPMENT, FURNITURE & FIXTURES		VARIABLE SL	5.00	16	240,405.			240,405.	52,841.		35,272.
	* TOTAL 990-PF PG 1 DEPR					240,405.		0.	240,405.	52,841.	0.	35,272.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
N TRUST A/C #7465: SEE ATTACHED	2,698,734.	2,987,826.	0.	PURCHASED	VARIOUS	VARIOUS
						<289,092.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
N TRUST A/C #7465: SEE ATTACHED	3,929,038.	8,107,291.	0.	PURCHASED	VARIOUS	VARIOUS
						<4,178,253.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
N TRUST A/C #7466: SEE ATTACHED	2,748,755.	2,792,740.	0.	PURCHASED	VARIOUS	VARIOUS
						<43,985.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
N TRUST A/C #7466: SEE ATTACHED	4,646,102.	5,576,959.	0.	PURCHASED	VARIOUS	VARIOUS
						<930,857.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
N TRUST A/C #3405: SEE ATTACHED	2,295,937.	1,892,045.	0.	PURCHASED	VARIOUS	VARIOUS
						403,892.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
N TRUST A/C #9347: SEE ATTACHED	16,028,495.	18,076,409.	0.	PURCHASED	VARIOUS	VARIOUS
						<2,047,914.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
N TRUST A/C #9347: SEE ATTACHED	2,718,301.	3,351,547.	0.	PURCHASED	VARIOUS	VARIOUS
						<633,246.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GILBERT GLOBAL PASS THROUGH	0.	0.	0.	PURCHASED		
						(F) GAIN OR LOSS <97,864.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MARATHON RESOURCE PASS THROUGH	0.	0.	0.	PURCHASED		
						(F) GAIN OR LOSS <16,611.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MARATHON RESOURCE PASS THROUGH	0.	0.	0.	PURCHASED		
						(F) GAIN OR LOSS <655,404.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MARATHON RESOURCE PASS THROUGH	0.	0.	0.	PURCHASED		
						(F) GAIN OR LOSS <72,614.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
WESTCLIFF ENERGY PASS THROUGH	0.	0.	0.	PURCHASED		
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	<35,177.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
GILBERT GLOBAL PASS THROUGH	0.	0.	0.	PURCHASED		
				(E) DEPREC.		(F) GAIN OR LOSS
					0.	<449.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MFO VANGUARD FXD INC - 409,417 SH				PURCHASED	VARIOUS	10/18/02
	4,000,000.	4,019,931.	0.	(E) DEPREC.		(F) GAIN OR LOSS
					0.	<19,931.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
MFO VANGUARD FXD INC - 94,429 SH				PURCHASED	VARIOUS	10/18/02
	1,000,000.	1,020,462.	0.	(E) DEPREC.		(F) GAIN OR LOSS
					0.	<20,462.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MFO VANGUARD FXD INC - 113,402 SH	1,100,000.	1,113,459.	0.	PURCHASED	VARIOUS	07/01/02

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MFO FRANK RUSSELL EMERGING MARKETS - 12,674 SH	100,000.	129,414.	0.	PURCHASED	VARIOUS	12/19/02

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MFO FRANK RUSSELL EMERGING MARKETS - 28,105 SH	215,000.	286,969.	0.	PURCHASED	VARIOUS	11/20/02

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
MFO FRANK RUSSELL EQUITY II - 22,745	600,000.	744,976.	0.	PURCHASED	VARIOUS	11/20/02

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD S/T CORPORATE FUND - 412 SH	PURCHASED	VARIOUS	09/12/02
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
4,424.	4,444.	0.	0.
(F) GAIN OR LOSS	<20.>		

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
VANGUARD S/T CORPORATE FUND - 10,771 SH	PURCHASED	VARIOUS	09/12/02
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.
115,576.	116,084.	0.	0.
(F) GAIN OR LOSS	<508.>		

CAPITAL GAINS DIVIDENDS FROM PART IV 0.

TOTAL TO FORM 990-PF, PART I, LINE 6A <8,898,313.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
COLUMBIA BANK	27.
GILBERT GLOBAL PASS THROUGH	3,010.
WESTCLIFF ENERGY PASS THROUGH	11,689.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,726.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COLUMBIA BANK	3,506.	0.	3,506.
GILBERT GLOBAL PASS THROUGH	166.	0.	166.
N TRUST #3405	2,069.	0.	2,069.
N TRUST #7463	2,049,568.	0.	2,049,568.
N TRUST #7465	26,755.	0.	26,755.
N TRUST #7466	372,122.	0.	372,122.
N TRUST #9347	136,081.	0.	136,081.
VANGUARD #5770	4,697.	0.	4,697.
VANGUARD #5835	26,726.	0.	26,726.
WESTCLIFF ENERGY PASS THROUGH	1,281.	0.	1,281.
TOTAL TO FM 990-PF, PART I, LN 4	2,622,971.	0.	2,622,971.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	AMOUNT
MARATHON RESOURCE PARTNERS	<7,037.>
WESTCLIFF ENERGY PASS THROUGH	<18,236.>
TOTAL TO FORM 990-PF, PART I, LINE 11, COLUMN A	<25,273.>

FORM 990-PF LEGAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	17,512.	0.		17,512.
TO FM 990-PF, PG 1, LN 16A	17,512.	0.		17,512.

FORM 990-PF ACCOUNTING FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	119,180.	0.		119,180.
TO FORM 990-PF, PG 1, LN 16B	119,180.	0.		119,180.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER FEES	75,938.	0.		75,938.
INVESTMENT MANAGEMENT FEES	517,858.	517,858.		0.
GRANT CONSULTING	101,421.	0.		101,421.
TO FORM 990-PF, PG 1, LN 16C	695,217.	517,858.		177,359.

FORM 990-PF TAXES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	44,623.	0.		0.
PAYROLL TAXES	23,858.	0.		23,858.
FOREIGN TAXES PAID	20,805.	20,805.		0.
TO FORM 990-PF, PG 1, LN 18	89,286.	20,805.		23,858.

FORM 990-PF OTHER EXPENSES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	2,876.	0.		2,876.
GIFTS	2,124.	0.		2,124.
INSURANCE	1,699.	0.		1,699.
LICENSES & PERMITS	35.	0.		35.
MISCELLANEOUS	799.	0.		799.
OFFICE SUPPLIES	7,306.	0.		7,306.
CONTRACT LABOR	46,564.	0.		46,564.
POSTAGE & DELIVERY	2,365.	0.		2,365.
REPAIRS & MAINTENANCE	83,231.	0.		83,231.
RESOURCES	923.	0.		923.
SERVICE CHARGES	2,359.	0.		2,359.
GILBERT GLOBAL - PASS THROUGH PARKING	121,407. 843.	121,407. 0.		0. 843.
TO FORM 990-PF, PG 1, LN 23	272,531.	121,407.		151,124.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
BOOK TO TAX ADJUSTMENT - PARTNERSHIP K-1	1,029,079.
BOOK TO TAX ADJUSTMENT - INTEREST INCOME	45,014.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,074,093.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	94,950,472.	94,950,472.
TOTAL TO FORM 990-PF, PART II, LINE 10B	94,950,472.	94,950,472.

FORM 990-PF OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	4,067,075.	4,067,075.
TOTAL TO FORM 990-PF, PART II, LINE 13	4,067,075.	4,067,075.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
EQUIPMENT, FURNITURE & FIXTURES	240,405.	88,113.	152,292.
TOTAL TO FM 990-PF, PART II, LN 14	240,405.	88,113.	152,292.

FORM 990-PF OTHER LIABILITIES STATEMENT 14

DESCRIPTION	AMOUNT
FEDERAL EXCISE TAXES PAYABLE	26,529.
TOTAL TO FORM 990-PF, PART II, LINE 22, COLUMN B	26,529.

- If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box
- Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.		
Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization RUSSELL FAMILY FOUNDATION	Employer identification number 91-1663336
	Number, street, and room or suite no. If a P O box, see instructions P. O. BOX 2358	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions GIG HARBOR, WA 98335	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990 T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 5227	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-BL	<input checked="" type="checkbox"/> Form 990 PF	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 6069	

STOP Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until NOVEMBER 17, 2003

5 For calendar year 2002, or other tax year beginning _____ and ending _____

6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS RESPECTFULLY REQUESTED TO GATHER SUCH INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions **\$ 38,694.**

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as credit and any amount paid previously with Form 8868 **\$ 52,964.**

c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions **\$ 0.**

COPY

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form.

Signature [Handwritten Signature] Title CPA Date 8/13/03

Notice to Applicant - To Be Completed by the IRS

We have approved this application. Please attach this form to the organization's return.

We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return. Please attach this form to the organization's return.

We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting the 10-day grace period.

We cannot consider this application because it was filed after the due date of the return for which an extension was requested.

Other _____

Director _____ By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above

Type or print 273832 05-22-02	Name MCGLADREY & PULLEN TAX SERVICES, LLC
	Number and street (include suite, room, or apt. no.) Or a P O box number 1145 BROADWAY PLAZA, SUITE 900
	City or town, province or state, and country (including postal or ZIP code) TACOMA, WA 98402-3523

• If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box

Note Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (not automatic) 3-Month Extension of Time - Must file Original and One Copy.

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization RUSSELL FAMILY FOUNDATION	Employer identification number 91-1663336
	Number, street, and room or suite no. If a P O box, see instructions P. O. BOX 2358	For IRS use only
	City, town or post office, state and ZIP code For a foreign address see instructions GIG HARBOR, WA 98335	

Check type of return to be filed (File a separate application for each return)

- Form 990
 Form 990-EZ
 Form 990-T (sec 401(a) or 408(a) trust)
 Form 1041-A
 Form 5227
 Form 8870
 Form 990-BL
 Form 990-PF
 Form 990-T (trust other than above)
 Form 4720
 Form 6069

STOP Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- If the organization does not have an office or place of business in the United States, check this box
 • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3 month extension of time until NOVEMBER 17, 2003
 5 For calendar year 2002 or other tax year beginning _____ and ending _____
 6 If this tax year is for less than 12 months check reason Initial return Final return Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS RESPECTFULLY REQUESTED TO GATHER SUCH INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

- 8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069 enter the tentative tax less any nonrefundable credits See instructions \$ 38,694.
 b If this application is for Form 990-PF, 990-T, 4720, or 6069 enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 \$ 52,964.
 c Balance Due Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions \$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature _____ Title _____ Date _____

Notice to Applicant - To Be Completed by the IRS

- We have approved this application Please attach this form to the organization's return
 We have not approved this application However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions) This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely return Please attach this form to the organization's return
 We have not approved this application After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file We are not granting the 10-day grace period
 We cannot consider this application because it was filed after the due date of the return for which an extension was requested
 Other _____

Director _____ By _____ Date _____

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3 month extension returned to an address different than the one entered above

Type or print	Name MCGLADREY & PULLEN TAX SERVICES, LLC
	Number and street (include suite, room, or apt no) Or a P O box number 1145 BROADWAY PLAZA, SUITE 900
	City or town, province or state and country (including postal or ZIP code) TACOMA, WA 98402-3523

223832 05-22 02

THE RUSSELL FAMILY FOUNDATION
EIN: 91-1663336
TAX YEAR ENDED DECEMBER 31, 2002

ATTACHMENT TO FORM 990-PF, PART VII-B, QUESTION 5C

INFORMATION RELATED TO EXPENDITURE RESPONSIBILITY GRANTS

THIS SCHEDULE LISTS THE GRANTS OVER WHICH THE FOUNDATION EXERCISES EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH SECTION 4945(H) OF THE INTERNAL REVENUE CODE:

(i) NAME AND ADDRESS OF GRANTEE: CASCADE REGION GREEN BUILDING
COUNCIL
721 NW 9TH AVE, SUITE 300
PORTLAND, OR 97209

(ii) DATE AND AMOUNT OF GRANTS: DATE AMOUNT

11/25/2002 \$60,000

GRANTS TOTALING \$60,000

(iii) PURPOSE OF GRANT: TWO YEAR FUNDING TO CREATE
INSTITUTIONAL CAPACITY

(iv)&(vi) REPORTS: DATE AMOUNT

06/02/2003 \$60,000

GRANTS TOTALING \$60,000

(v) DIVERSIONS: TO THE BEST OF THE KNOWLEDGE
OF THE FOUNDATION, THE GRANTEE HAS
NOT DIVERTED ANY PORTION OF THE
GRANT FUNDS FROM THE PURPOSE FOR
WHICH THE GRANT WAS MADE.

(vii) VERIFICATION OF REPORTS: 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.

THE RUSSELL FAMILY FOUNDATION
EIN: 91-1663336
TAX YEAR ENDED DECEMBER 31, 2002

ATTACHMENT TO FORM 990-PF, PART VII-B, QUESTION 5C

INFORMATION RELATED TO EXPENDITURE RESPONSIBILITY GRANTS

THIS SCHEDULE LISTS THE GRANTS OVER WHICH THE FOUNDATION EXERCISES EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH SECTION 4945(H) OF THE INTERNAL REVENUE CODE:

- (i) **NAME AND ADDRESS OF GRANTEE:** GLOBAL PARTNERSHIPS
801 2ND AVE #1300, SEATTLE, WA 98104
- (ii) **DATE AND AMOUNT OF GRANTS:**
- | <u>DATE</u> | <u>AMOUNT</u> |
|-------------------------|---------------|
| 02/19/2002 | \$5,000 |
| GRANTS TOTALING \$5,000 | |
- (iii) **PURPOSE OF GRANT:** PRODEC MICROCREDIT LOANS PROGRAM
- (iv)&(vi) **REPORTS:**
- | <u>DATE</u> | <u>AMOUNT</u> |
|-------------------------|---------------|
| 03/01/2003 | \$5,000 |
| GRANTS TOTALING \$5,000 | |
- (v) **DIVERSIONS:** TO THE BEST OF THE KNOWLEDGE OF THE FOUNDATION, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE FOR WHICH THE GRANT WAS MADE.
- (vii) **VERIFICATION OF REPORTS:** 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.

THE RUSSELL FAMILY FOUNDATION
EIN: 91-1663336
TAX YEAR ENDED DECEMBER 31, 2002

ATTACHMENT TO FORM 990-PF, PART VII-B, QUESTION 5C

INFORMATION RELATED TO EXPENDITURE RESPONSIBILITY GRANTS

THIS SCHEDULE LISTS THE GRANTS OVER WHICH THE FOUNDATION EXERCISES EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH SECTION 4945(H) OF THE INTERNAL REVENUE CODE:

(i) **NAME AND ADDRESS OF GRANTEE:** HERONS FOREVER
4715 1/2 36TH AVE SW, SEATTLE, WA 98126

(ii) **DATE AND AMOUNT OF GRANTS:**

<u>DATE</u>	<u>AMOUNT</u>
09/13/2002	\$10,000

GRANTS TOTALING \$10,000

(iii) **PURPOSE OF GRANT:** CAPACITY BUILDING, PUBLIC EDUCATION
AND COMMUNITY OUTREACH AND LEGAL
AND TECHNICAL EXPERTISE

(iv)&(vi) **REPORTS:**

<u>DATE</u>	<u>AMOUNT</u>
10/15/2003	\$5,000
04/15/2003	\$5,000

GRANTS TOTALING \$10,000

(v) **DIVERSIONS:** TO THE BEST OF THE KNOWLEDGE
OF THE FOUNDATION, THE GRANTEE HAS
NOT DIVERTED ANY PORTION OF THE
GRANT FUNDS FROM THE PURPOSE FOR
WHICH THE GRANT WAS MADE.

(vii) **VERIFICATION OF REPORTS:** 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.

THE RUSSELL FAMILY FOUNDATION
EIN: 91-1663336
TAX YEAR ENDED DECEMBER 31, 2002

ATTACHMENT TO FORM 990-PF, PART VII-B, QUESTION 5C

INFORMATION RELATED TO EXPENDITURE RESPONSIBILITY GRANTS

THIS SCHEDULE LISTS THE GRANTS OVER WHICH THE FOUNDATION EXERCISES EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH SECTION 4945(H) OF THE INTERNAL REVENUE CODE:

- (i) **NAME AND ADDRESS OF GRANTEE:** THE MARY E. THELER ORGANIZATION
22871 NE STATE ROUTE 3, P.O. BOX 1445
BELFAIR, WA 98528
- (ii) **DATE AND AMOUNT OF GRANTS:**
- | <u>DATE</u> | <u>AMOUNT</u> |
|--------------------------|---------------|
| 11/25/2002 | \$40,000 |
| GRANTS TOTALING \$40,000 | |
- (iii) **PURPOSE OF GRANT:** COORDINATING OPPORTUNITIES IN THE HOOD CANAL WATERSHED
- (iv)&(vi) **REPORTS:**
- | <u>DATE</u> | <u>AMOUNT</u> |
|--------------------------|---------------|
| 02/15/2003 | \$40,000 |
| GRANTS TOTALING \$40,000 | |
- (v) **DIVERSIONS:** TO THE BEST OF THE KNOWLEDGE OF THE FOUNDATION, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE FOR WHICH THE GRANT WAS MADE.
- (vii) **VERIFICATION OF REPORTS:** THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR ELIABILITY OF THE REPORT FROM HE GRANTEE; THERFORE, NO NDEPENDENT VERIFICATION OF THE REPORT WAS MADE.

THE RUSSELL FAMILY FOUNDATION
EIN: 91-1663336
TAX YEAR ENDED DECEMBER 31, 2002

ATTACHMENT TO FORM 990-PF, PART VII-B, QUESTION 5C

INFORMATION RELATED TO EXPENDITURE RESPONSIBILITY GRANTS

THIS SCHEDULE LISTS THE GRANTS OVER WHICH THE FOUNDATION EXERCISES EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH SECTION 4945(H) OF THE INTERNAL REVENUE CODE:

(i) **NAME AND ADDRESS OF GRANTEE:** PORT TOWNSEND MARINE SCIENCE SOCIETY
532 BATTERY WAY, PORT TOWNSEND
WA 98368

(ii) **DATE AND AMOUNT OF GRANTS:**

<u>DATE</u>	<u>AMOUNT</u>
11/25/2002	\$26,000

GRANTS TOTALING \$26,000

(iii) **PURPOSE OF GRANT:** MATCHING FUNDS FOR THE 'EDUCATION INTERFACES RESEARCH: FORAGE FISH AND NEARSHORE HABITATS'

(iv)&(vi) **REPORTS:**

<u>DATE</u>	<u>AMOUNT</u>
06/26/2003	\$13,000
12/15/2003	\$13,000

GRANTS TOTALING \$26,000

(v) **DIVERSIONS:** TO THE BEST OF THE KNOWLEDGE OF THE FOUNDATION, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE FOR WHICH THE GRANT WAS MADE.

(vii) **VERIFICATION OF REPORTS:** 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.

THE RUSSELL FAMILY FOUNDATION
EIN: 91-1663336
TAX YEAR ENDED DECEMBER 31, 2002

ATTACHMENT TO FORM 990-PF, PART VII-B, QUESTION 5C

INFORMATION RELATED TO EXPENDITURE RESPONSIBILITY GRANTS

THIS SCHEDULE LISTS THE GRANTS OVER WHICH THE FOUNDATION EXERCISES EXPENDITURE RESPONSIBILITY IN ACCORDANCE WITH SECTION 4945(H) OF THE INTERNAL REVENUE CODE:

- (i) **NAME AND ADDRESS OF GRANTEE:** SUSTAINABLE CONNECTIONS
P.O. BOX 213, DEMING WA 98244
- (ii) **DATE AND AMOUNT OF GRANTS:**
- | <u>DATE</u> | <u>AMOUNT</u> |
|-------------|---------------|
| 09/23/2002 | \$20,000 |
- GRANTS TOTALING \$20,000
- (iii) **PURPOSE OF GRANT:** BUILDING SUSTAINABLE COMMUNITIES
- (iv)&(vi) **REPORTS:**
- | <u>DATE</u> | <u>AMOUNT</u> |
|-------------|---------------|
| 04/15/2003 | \$10,000 |
| 10/15/2003 | \$10,000 |
- GRANTS TOTALING \$20,000
- (v) **DIVERSIONS:** TO THE BEST OF THE KNOWLEDGE OF THE FOUNDATION, THE GRANTEE HAS NOT DIVERTED ANY PORTION OF THE GRANT FUNDS FROM THE PURPOSE FOR WHICH THE GRANT WAS MADE.
- (vii) **VERIFICATION OF REPORTS:** 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.