Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: BRENTWOOD FOUNDATION

A Employer identification number: 34-1783117

Number and street (or P O box number if mail is not delivered to street address): 6000 LOMBARDO CENTER — Room/suite: 110

B Telephone number: 216-328-9294

City or town, state, and ZIP code: CLEVELAND, OH 44131

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 18,597,239.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(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	3,200.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	185,574.	185,574.		
	4 Dividends and interest from securities	259,281.	259,281.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-683,201.			
	b Gross sales price for all assets on line 6a 13,864,800.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income	18,543.	0.	STATEMENT 1	
	12 Total. Add lines 1 through 11	-216,603.	444,855.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	29,167.	0.		29,167.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	5,985.	0.		5,985.
	16a Legal fees STMT 2	9,941.	0.		9,942.
	b Accounting fees STMT 3	51,852.	0.		51,852.
	c Other professional fees STMT 4	107,122.	107,122.		0.
	17 Interest				
	18 Taxes STMT 5	12,291.	0.		2,231.
	19 Depreciation and depletion	697.	0.		
	20 Occupancy	16,683.	0.		16,683.
	21 Travel, conferences, and meetings	5,385.	0.		5,385.
	22 Printing and publications				
	23 Other expenses STMT 6	5,266.	0.		5,355.
	24 Total operating and administrative expenses. Add lines 13 through 23	244,389.	107,122.		126,600.
	25 Contributions, gifts, grants paid	359,851.			1,241,179.
	26 Total expenses and disbursements. Add lines 24 and 25	604,240.	107,122.		1,367,779.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-820,843.			
	b Net investment income (if negative, enter -0-)		337,733.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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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	1,760.	-14,402.	-14,402.
	2 Savings and temporary cash investments	409,860.	806,813.	806,813.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges		4,045.	4,045.
	10a Investments - U.S. and state government obligations STMT 7	2,621,695.	2,034,881.	2,069,225.
	b Investments - corporate stock STMT 8	4,125,000.	8,100,783.	9,712,277.
	c Investments - corporate bonds STMT 9	2,125,061.	1,812,177.	1,902,181.
	11 Investments - land, buildings and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	10,186,324.	5,025,000.	4,055,290.
	14 Land, buildings, and equipment basis ▶ 4,877.			
	Less accumulated depreciation ▶ 2,431.	3,142.	2,446.	2,446.
	15 Other assets (describe ▶ STATEMENT 11)	60,883.	59,364.	59,364.
	16 **Total assets** (to be completed by all filers)	19,533,725.	17,831,107.	18,597,239.
Liabilities	17 Accounts payable and accrued expenses	21,376.	20,928.	
	18 Grants payable	2,542,142.	1,660,815.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	2,563,518.	1,681,743.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ [X] **and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted	2,968,851.	2,742,801.	
	25 Temporarily restricted	14,001,356.	13,406,563.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds			
	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**	16,970,207.	16,149,364.	
	31 **Total liabilities and net assets/fund balances**	19,533,725.	17,831,107.	

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	16,970,207.
2 Enter amount from Part I, line 27a	2	-820,843.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	16,149,364.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,149,364.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b	13,864,800.		14,548,001.	-683,201.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				-683,201.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 -683,201.

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2008	875,056.	20,337,131.	.043028
2007	1,152,860.	24,326,512.	.047391
2006	1,154,055.	22,905,630.	.050383
2005	620,546.	21,814,241.	.028447
2004	1,107,225.	21,227,144.	.052161

2	Total of line 1, column (d)	2	.221410
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	.044282
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	16,566,159.
5	Multiply line 4 by line 3	5	733,583.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,377.
7	Add lines 5 and 6	7	736,960.
8	Enter qualifying distributions from Part XII, line 4	8	1,367,779.

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 ▶ [ ] and enter "N/A" on line 1.				
Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	3,377.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	3,377.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	3,377.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	9,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	9,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	17.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,606.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 5,606. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	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 foundation in connection with the activities			
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OH			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.BRENTWOOD-FOUNDATION.ORG

14 The books are in care of ▶ DEACONESS COMMUNITY FOUNDATION Telephone no. ▶ 216-741-4077

Located at ▶ 7575 NORTHCLIFF AVENUE, SUITE 203, BROOKLYN, OH ZIP+4 ▶ 44144

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		29,167.	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
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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
NONE		

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
1 N/A	0.
2	
All other program-related investments. See instructions. 3	
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	16,121,550.
b	Average of monthly cash balances	1b	696,886.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	16,818,436.
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	16,818,436.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	252,277.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,566,159.
6	**Minimum investment return.** Enter 5% of line 5	6	828,308.

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	828,308.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 3,377.		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	3,377.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	824,931.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	824,931.
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	824,931.

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	1,367,779.
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	1,367,779.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3,377.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,364,402.

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.

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Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					824,931.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	56,093.				
b From 2005					
c From 2006	71,739.				
d From 2007					
e From 2008					
f Total of lines 3a through e		127,832.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶$ 1,367,779.					
a Applied to 2008, but not more than line 2a				0.	
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 2009 distributable amount					824,931.
e Remaining amount distributed out of corpus		542,848.			
5 Excess distributions carryover applied to 2009 (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		670,680.			
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 2008. Subtract line 4a from line 2a Taxable amount - see instr.				0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		56,093.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a		614,587.			
10 Analysis of line 9:					
a Excess from 2005					
b Excess from 2006	71,739.				
c Excess from 2007					
d Excess from 2008					
e Excess from 2009	542,848.				

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 2009, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

c Any submission deadlines:

SEE ATTACHED STATEMENT

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

SEE ATTACHED STATEMENT

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 STATEMENT 13				
Total			▶ 3a	1241179.
b *Approved for future payment*				
Total SEE STATEMENT 14			▶ 3b	1660815.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	185,574.	
4 Dividends and interest from securities			14	259,281.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-683,201.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a LITIGATION SETTLEMENTS					18,543.
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-238,346.	18,543.
13 Total. Add line 12, columns (b), (d), and (e)				13	-219,803.

(See worksheet in line 13 instructions to verify calculations.)

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

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 foundation's exempt purposes (other than by providing funds for such purposes).
11	LITIGATION SETTLEMENT WAS AWARDED TO THE ORGANIZATION AS HOLDER OF SECURITIES THAT WERE INVOLVED IN VARIOUS CLASS ACTION LAWSUITS. THESE SECURITIES WERE HELD TO FUND FOUNDATION'S PROGRAMS.

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

2a Is the foundation 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		

Sign Here

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) is based on all information of which preparer has any knowledge

Signature of officer or trustee: [signature] Date: 11-11-10 Title: CFO

Paid Preparer's Use Only

Preparer's signature: CHRISTOPHER G. SIVAK, CPA Date: 11/10/10 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: SKODA, MINOTTI & CO. 3875 EMBASSY PARKWAY, STE. 200 FAIRLAWN, OH 44333 EIN ▶ Phone no (330)668-1100

923622 02-02-10

FORM 990-PF | OTHER INCOME | STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
LITIGATION SETTLEMENTS	18,543.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	18,543.	0.	

FORM 990-PF | LEGAL FEES | STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	9,941.	0.		9,942.
TO FM 990-PF, PG 1, LN 16A	9,941.	0.		9,942.

FORM 990-PF | ACCOUNTING FEES | STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,764.	0.		26,764.
BOOKEEPING SERVICES	21,450.	0.		21,450.
CONSULTING SERVICES	3,638.	0.		3,638.
TO FORM 990-PF, PG 1, LN 16B	51,852.	0.		51,852.

FORM 990-PF | OTHER PROFESSIONAL FEES | STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	86,797.	86,797.		0.
PROFESSIONAL SERVICES	6,376.	6,376.		0.
BOND MANAGEMENT FEE	13,949.	13,949.		0.
TO FORM 990-PF, PG 1, LN 16C	107,122.	107,122.		0.

BRENTWOOD FOUNDATION 34-1783117

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	10,060.	0.		0.
PAYROLL TAXES	2,231.	0.		2,231.
TO FORM 990-PF, PG 1, LN 18	12,291.	0.		2,231.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT OFFICE EXPENSES	5,266.	0.		5,355.
TO FORM 990-PF, PG 1, LN 23	5,266.	0.		5,355.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	X		2,034,881.	2,069,225.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,034,881.	2,069,225.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,034,881.	2,069,225.

BRENTWOOD FOUNDATION 34-1783117

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	8,100,783.	9,712,277.
TOTAL TO FORM 990-PF, PART II, LINE 10B	8,100,783.	9,712,277.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	1,812,177.	1,902,181.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,812,177.	1,902,181.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED STATEMENT	COST	5,025,000.	4,055,290.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,025,000.	4,055,290.

FORM 990-PF	OTHER ASSETS	STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST & DIVIDEND RECEIVABLE	59,433.	57,914.	57,914.
SECURITY DEPOSIT	1,450.	1,450.	1,450.
TO FORM 990-PF, PART II, LINE 15	60,883.	59,364.	59,364.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CHRISTINE GIBBONS 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	DIRECTOR 30.00	29,167.	0.	0.
VINCENT F. DECRANE 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
RAYMOND J. GRABOW 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
GREGORY P. KURTZ 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
MICHAEL MERRIMAN 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
LUCILLE REED NARDUCCI 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
DAVID KRAHE, D.O. 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
MICHAEL MCCLAIN, D.O. 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
ROGER F. CLASSEN, D.O. 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	PRESIDENT 6.00	0.	0.	0.
RICHARD BARONE 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
DENNIS J. BODZIONY 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.

GEORGE A. KAPPOS, JR. 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TREASURER 3.00	0.	0.	0.
MICHAEL F. KILLEEN 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	SECRETARY 2.00	0.	0.	0.
JEFFREY A. STANELY, D.O. 6000 LOMBARDO CENTER NO. 110 CLEVELAND, OH 44131	TRUSTEE 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		29,167.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 13

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
OHIO UNIVERSITY COLLEGE OF OSTEOPATHIC MEDICINE	NOT AN INDIVIDUAL INTEGRATED LEARNING & RESEARCH FACILITY	NOT A PRIVATE FOUNDATION	40,000.
SOUTH POINTE HOSPITAL 4110 WARRENSVILE CTR. RD. WARRENSVILLE HTS, OH 44122	NOT AN INDIVIDUAL CENTER OF EXCELLENCE	NOT A PRIVATE FOUNDATION	462,000.
OHIO UNIVERSITY COLLEGE OF OSTEOPATHIC MEDICINE	NOT AN INDIVIDUAL ENHANCEMENT & EVALUATION OF HAPTIC MODULES FOR PALPA	NOT A PRIVATE FOUNDATION	51,179.
SOUTH POINTE HOSPITAL 4110 WARRENSVILE CTR. RD. WARRENSVILLE HTS, OH 44122	NOT AN INDIVIDUAL GRADUATE MEDICAL EDUCATION	NOT A PRIVATE FOUNDATION	3,500.
SOUTH POINTE HOSPITAL 4110 WARRENSVILE CTR. RD. WARRENSVILLE HTS, OH 44122	NOT AN INDIVIDUAL BRANCH CAMPUS OF HURON ROAD NURSING SCHOOL	NOT A PRIVATE FOUNDATION	34,000.

CLEVELAND CLINIC FOUNDATION	NOT AN INDIVIDUAL THEODORE F. CLASSEN, D.O. CHAIR IN OSTEOPATHIC RESEA	NOT A PRIVATE FOUNDATION	650,000.
AMERICAN COLLEGE OF OSTEOPATHIC FAMILY PRACTICE RESIDENTS	NOT AN INDIVIDUAL DISCRETIONARY FUND DONATION	NOT A PRIVATE FOUNDATION	500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,241,179.

FORM 990-PF GRANTS AND CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN COLLEGE OF OSTEOPATHIC SURGEONS	NOT AN INDIVIDUAL SUPPORT FOR RESEARCH CONFERENCE	NOT A PRIVATE FOUNDATION	68,691.
CLEVELAND CLINIC FOUNDATION	NOT AN INDIVIDUAL THEODORE F. CLASSEN, D.O. CHAIR IN OSTEOPATHIC RESEA	NOT A PRIVATE FOUNDATION	861,857.
OHIO UNIVERSITY COLLEGE OF OSTEOPATHIC MEDICINE	NOT AN INDIVIDUAL INTEGRATED LEARNING & RESEARCH FACILITY	NOT A PRIVATE FOUNDATION	40,000.
SOUTH POINTE HOSPITAL 4110 WARRENSVILE CTR. RD. WARRENSVILLE HTS, OH 44122	NOT AN INDIVIDUAL CENTER OF EXCELLENCE	NOT A PRIVATE FOUNDATION	540,267.
SOUTH POINTE HOSPITAL 4110 WARRENSVILE CTR. RD. WARRENSVILLE HTS, OH 44122	NOT AN INDIVIDUAL CONFERENCE STIPENDS FOR SPH RESIDENTS	NOT A PRIVATE FOUNDATION	90,000.
THE SOUTH POINTE CENTER OF EXCELLENCE FOUNDATION	NOT AN INDIVIDUAL	NOT A PRIVATE FOUNDATION	60,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			1,660,815.

BRENTWOOD FOUNDATION
FEIN 34-1783117
12/31/2009

Form 990-PF, PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

BONDS/NOTES	SALE PRICE	COST BASIS	GAIN/(LOSS)
AMERICAN EXP	14 066 25	14 961 30	(895 05)
AMERICAN GEN FIN	15,510 00	19 902 20	(4,392 20)
APACHE CORP	16,238 25	15 998 55	239 70
AT&T INC	9 905 70	9 968 00	(63.20)
AVON PRODS INC	10 474 20	9,985.50	488 70
BANC AMER COM MTG	16 041 71	16,114 41	(72 70)
BANK ONE ISSUANCE	55 000 00	53 738 87	1 261 13
BEAR STEARNS COS	46,605 80	44,287 75	2 318 05
BERKSHIRE HATHAWAY	30 873 00	28 915 50	1 957 50
BK OF AMER	28 371 90	29 839 50	(1,467 60)
CHASE AUTO OWNER	40 276 19	40 395 76	(119 57)
CITIBANK CREDIT CR	110,000 00	109 883 40	116 60
CITIGROUP INC	50,572 10	50 056 50	515 60
CONOCOPHILLIPS	10 104 80	9 982 50	122 30
FHLMC	373 301 72	350 300 18	23 001 54
FNMA	1,294 140 00	1,276,272 14	17,867 86
GENL ELEC CAP CORP	77 704 70	75 093 00	2 611 70
GENERAL DYNAMICS	26 637 75	24 882 00	1 755 75
GENL ELEC	28 187 40	30 083 40	(1,896 00)
GOLDMAN SACHS GP	15 574 20	12 900 00	2 674.20
INTERNATIONAL LEASE	25,278 00	30,067 20	(4 789.20)
MERRILL LYNCH	53 407 40	55 064 00	(1 656 60)
MICROSOFT CORP	10,070 40	9 990 20	80.20
ORACLE CORP	47,558 60	45 673 00	1,885 60
SBC COMMUN INC	16 093 65	15 180 45	913.20
US TREASURY	1 033 868 18	1 935 296 67	(1,428 49)
USAA AUTO OWNER TR	64,745 75	64,737 04	8 71
VERIZON COMMNS	11 588 80	9 829 60	1 759.20
WACHOVIA CORP	141 838 20	132 772 40	9 065 80
WALGREEN CO	15,990 45	14 941 36	1,049 10
WF MBS TR CL 2A11	57,443 75	62,232 42	(4,788 67)
WFS FINL OWNER TR	39 390 13	38 897 76	492 37
WORLD OMNI AUTO	23 523 24	23 522 65	0 59
BOND GAIN / (LOSS)	4 710,382 22	4,661,766 10	48,616 12

STOCKS	SALE PRICE	COST BASIS	GAIN / (LOSS)
3M COMPANY	105 963 61	103 241 04	2 722 57
ABB LTD	19 767 76	22,363 39	(2,595 63)
ABBOT LABS	145 124 21	168,472 92	(23 348 71)
ACTIVISION BLIZZARD INC	165 836 30	194 556 30	(28 720 00)
AFLAC INC COM	31 531 74	52 117 17	(20,585 43)
AIR PRODS & CHEMS INC COM	3 642 35	3 882 47	(240 12)
ALCOA INC	8 390 69	19,327 20	(10,930 51)
ALCON INC	66 654 09	45 298 74	21 355 35
ALLSTATE CORP COM	5 348 96	10 046 70	(4 697 74)
ALTRIA GROUP INC	11 953 19	13 803 01	(1 849 82)
AMAZON COM INC	110 531 50	84,977 57	25 554 02
AMDOCS LTD	5 339 26	6 443 91	(1 104 65)
AMERIPRISE FINL INC	7 402 41	7 547 17	(144 76)
AMGEN INC	23 943 97	22 626 11	1 317 86
ANNALY CAPTIAL MGMNT INC	4 986.48	4 915 12	71.36
AOL INC	5 741.30	5 821 04	(79 74)
APACHE CORP COM	100 543 53	71 485 54	29 057 99
APACHE CORP COM	16 543 72	19 656 37	(3,112 65)
APPLE INC	122 440 53	84 494 94	37 945.59
ARCELORMITTAL SA LUXEMBOURG	30 047 49	31 574 16	(1 526 67)
AT & T INC	189,322 04	217 991 69	(28,669 65)
AVAGO TECHNOLOGIES LTD	3 314 95	3 000 00	314 95

STOCKS (cont)	SALE PRICE	COST BASIS	GAIN / (LOSS)
DIRECTV GROUP INC	18,421 53	19 070.27	(648 74)
DISCOVER FINANCIAL SERVICES	6 550 23	10 857 01	(4 306 78)
DISNEY WALT CO	44 568 11	36 098 15	8,469 96
DOW CHEMICAL CO	11 360 30	18 277 69	(6 917 39)
DUKE REALTY CORP	21 667 45	113 799 82	(92 132 37)
E M C CORP MASS COM	27 973 86	30 005 56	(2,031 70)
EBAY INC COM	2 664.28	2,570 72	93 56
EDISON INTL COM	4,447 08	4 418 95	28 73
EMERSON ELEC CO COM	102 154.21	122,886 95	(20 732 74)
ENERGIZER HLDGS INC	2 761 92	3 340 81	(578 89)
EOG RES INC	147 564 50	161 098 72	(13 534 22)
ESTEE LAUDER COS INC	17,314 68	14 330 42	2 984.26
EXXON MOBIL CORP	174,771 77	182 847 43	(8 075 66)
FEDEX CORP	81 827 79	69 293 61	12 534 18
FIRST SOLAR INC	21 972 91	21 957 51	15 40
FIRSTENERGY CORP	6,363 84	6 944 19	(580 35)
FOREST LABS INC CL A COM	47,701 99	64 867 49	(17,165 50)
FRANKLIN RES INC COM	65,599 65	81 996 41	(16 396 76)
FREEPORT MCMORAN COPPER & GOLD INC	124,462 94	104,203 65	20,259.29
GENENTECH INC	215,389 43	142 421 13	72,968 30
GENERAL DYNAMICS CORP COM	7 488 80	6 337 72	1,151 08
GENERAL ELEC CO COM	30,267 55	80,276 21	(50 008 66)
GILEAD SCIENCES INC COM	117,824 96	100 331 36	17,493 60
GOLDMAN SACHS GROUP INC COM	138,161 18	131,031 44	7 129 74
GOODRICH CORP COM	13 842 27	12,386 53	1 455 74
GOOGLE INC	115 383 75	61 670 40	53 713 35
HARTFORD FINL SVCS GROUP INC COM	24,725 46	72 391 15	(47 665 69)
HEWLETT PACKARD CO COM	195 445 68	198 338 93	(2,893 25)
HEWLETT PACKARD CO COM	22 942 82	15,544 61	7 398.21
HONEYWELL INTL INC	39 847 57	41,168 92	(1 321 35)
ILLINOIS TOOL WORKS INC COM	37 477 43	37 783 04	(305 61)
INTEL CORP COM	80 312 18	89 064 68	(8 752 50)
INTEL CORP COM	17 307 58	15,562 00	1 745 58
JACOBS ENGR GROUP INC COM	21 491 18	27 129 02	(5,637 84)
JANUS CAPITAL GROUP INC	9,681 38	7,700 00	1 981.38
JOHNSON & JOHNSON	30 755 04	33 274 23	(2 519 19)
JOHNSON CTLS INC COM	43,125 56	42 335 93	789 63
JPMORGAN CHASE & CO COM	117 073 49	149 617 93	(32 544 44)
JPMORGAN CHASE & CO COM	16 151 90	15 407 25	744 65
JUNIPER NETWORKS INC COM	13,737 83	16 917 85	(3 180 02)
KELLOGG CO COM	39,906 74	40 892 35	(985 61)
KEYCORP NEW COM	39 791 43	44 774 58	(4,983 15)
KLA-TENCOR CORP COM	25 912 67	26 208 65	(295 98)
KOHLS CORP COM	42 775 56	35 963.25	6 812 31
KRAFT FOODS INC-A	124 570 57	164 888 02	(40 317 45)
KROGER CO COM	81 649 82	75 772 94	5 876 88
LIBERTY MEDIA CORP-ENT SER A	41 014 68	37,197 88	3,816 80
LILLY ELI & CO COM	61 067 79	85,364 73	(24,296 94)
LOCKHEED MARTIN CORP COM	50,925 57	60 353 29	(9,427 72)
LOWES COS INC COM	64 072 82	65,271 71	(1 198 89)
MARATHON OIL CORP	41,284 38	85,589 86	(44 305 48)
MARSHALL & ILSLEY CORP COM NEW	16,395 10	55 751 41	(39 356 31)
MATTEL INC	32 118 00	37,749 29	(5 631.29)
MCDONALDS CORP	94 108 50	101,128 10	(7 019 60)
MEDCO HEALTH SOLUTIONS INC	141,214 60	114 014 34	27 200.26
MERCK & CO INC	6 724 71	7 239 25	(514 54)
METLIFE INC	92 103.57	126 343 82	(34,240 25)
MICROSOFT CORP	98 604 02	88 230 96	10 373 66
MICROSOFT CORP	27 586 66	20 358 50	7,228 07
MOLSON COORS BREWING CO B	47 566 01	50,904 43	(8 337.52)
MONSANTO CO	147 192 32	82 708 40	64,483 92

BAKER HUGHES INC COM	70 230 26	70,690 46	(460 20)
BANCO SANTANDER BRASIL S A	18,470 68	19,058 32	(587 64)
BANK OF AMER CORP	16 357 07	19 576 41	(3,219 34)
BANK OF AMER CORP	37 579 35	141 472 85	(103 893 50)
BAXTER INTL INC COM	102,180 87	124,031 84	(21 850 97)
BECTON DICKINSON & CO COM	94 873 29	127,885 99	(33,012 70)
BEST BUY INC	4 332 29	4 503 98	(171 09)
BLACKSTONE GROUP L P	22,687 74	22,712 99	(25 25)
BROADCOM CORP	106 087 05	103 688 78	2,398 27
CAMERON INTERNATIONAL CORP COM	10 677 21	12 597 71	(1 920 50)
CAMPBELL SOUP CO COM	9 273 96	11 055 46	(1,781 50)
CARNIVAL CORP	29 184 43	47,453 61	(18 269 18)
CATERPILLAR INC	39,700 35	56,358 24	(16 657 89)
CATERPILLAR INC	0,227 83	8,843 10	(616.27)
CELGENE CORP COM	99 955 09	122,353 87	(22 398 78)
CENTURYTEL INC	6 186 73	6,270 30	(83 57)
CHARLES SCHWAB CORP NEW	62 603 13	52 155 45	10,447 68
CHEVRON CORP	22 311 41	25 600 39	(3 288 98)
CISCO SYS INC COM	107 100 37	116 916 60	(9 816 23)
CME GROUP INC	102 793 41	140 152.50	(37 359 09)
COCA-COLA CO COM	121 618 78	125,943 17	(4 324 39)
COLGATE PALMOLIVE CO COM	84 028.59	80 244 98	3 783 61
COMPUTER SCIENCES CORP COM	59 364 14	74 787 08	(15 422 94)
CONOCOPHILLIPS	36 453 78	61,631 99	(25,178 21)
COOPER INDS PLC NEW IRELAND	26 606 58	24,388 76	2 217 82
COSTCO WHSL CORP NEW	55,845 42	68,176 62	(12,331 20)
CUMMINS INC	35,844 95	41,358 68	(5,513 73)
CVS/CAREMARK CORP	29 898 56	31,957 41	(2 058 85)
DANAHER CORPORATION COM	53 523 53	49 100 15	4,423 38
DARDEN RESTAURANTS INC COM	73 061 10	67,537 66	5,523 44
DELL INC	101,702 67	97,419 43	4,283 24

STOCKS (cont)	SALE PRICE	COST BASIS	GAIN / (LOSS)
THE TRAVELERS COS INC	8 041 89	7,424 74	617 15
TIME WARNER CABLE INC	26 433 64	29 449 66	(3 016 02)
TIME WARNER CABLE INC	25 805 02	32 918 06	(7 112 84)
TIME WARNER INC	9 667 84	11,183 54	(1,515 70)
TOYOTA MTR CORP ADR 2 COM	67 155 13	67 112 68	42 45
TRANSOCEAN LTD ORD SHS	34 924 58	38,467 22	(3 542 64)
TYCO INTERNATIONAL LTD	5 025 37	5 333 73	(308 36)
UNION PAC CORP CO COM	81 896 46	75,625 84	6 270 62
UNITED TECHNOLOGIES CORP COM	8 072 52	9,127 19	(1 054 67)
UNITED TECHNOLOGIES CORP COM	5 665 35	5 786 10	(120 75)
UNITEDHEALTH GROUP INC	72,821 66	129,134 83	(56,313 17)
US BANCORP DEL COM NEW	12 778 45	11,939.56	838 89
V F CORP COM	9 376 05	7,303 74	2,071 31
VERISK ANALYTICS INC	10,930 35	8 800 00	2 130 35
VERIZON COMMUNICATIONS COM	15 074 41	15 925.36	(850 95)
VIACOM INC NEW CL B	47,015 70	57 031 77	(10 016 07)
VISA INC CL A	100,173 91	83,022 73	17,151 18
WAL MART STORES INC	120 794 73	122 591.20	(1 796 47)
WEATHERFORD INTL LTD NEW	42 753 21	47 865 60	(5 112 39)
WELLS FARGO & CO NEW	13 477 21	16 077 07	(2,599 86)
WINDSTREAM CORP	94 170 95	110 876 00	(16 695 05)
WYETH COM	112 603 19	103 650 77	8 952 42
XTO ENERGY INC	80 237 13	76 007 33	4 169 80
XTO ENERGY INC	30 770 22	39,527 61	(8 757 39)
YAHOO! INC COM	55,052 38	59,326 93	(4,273 55)
STOCK GAIN / (LOSS)	9,154,418.43	9,886,235 05	(731,816 62)
		9 886 235 05	(731 816 62)

Recap			
Bond	4,710 382 22	4,661,766 10	48 616 12
Stock	9,154,418 43	9 886,235 05	(731,816 62)
Total	13,864 800 65	14 548 001 15	(683 200 50)
			(683 200 50)

MORGAN STANLEY CS	5 127 36	5 361 55	(234 19)
NETAPP INC	55 379 38	43 867 01	11 512 37
NEW YORK CMNTY BANCORP INC	6 041 84	6 149 16	(107 32)
NIKE INC	55 481 43	58,622 00	(3 140 57)
NORTHROP GRUMMAN CORP	4 491 78	6,218 95	(1 727 17)
NUCOR CORP	61 827 68	59 737 39	2 090 29
OCCIDENTAL PETE CORP	23,507 79	24,169 90	(662 11)
PACCAR INC COM	48,095 11	41,179 27	6,915 84
PEPSICO INC	123 752 21	143 488 26	(19 736 05)
PETROLEO BRASILEIRO SA PETRO	17 120 39	15,826 35	1 294 04
PG&E CORP COM	67,350 09	65,709 32	1,640 77
PHILLIP MORRIS INTL INC	51 011 65	60 923 72	(9 912 07)
PHILLIP MORRIS INTL INC	67 703 01	92 981 65	(25,278.64)
PITNEY BOWES INC	6 676 22	12 126 65	(5,450 43)
PRINCIPAL FINANCIAL GROUP	12 384 79	14 956.28	(2,571 49)
PROCTER & GAMBLE CO	125 149 48	133,902 37	(8 752 89)
PRUDENTIAL FINANCIAL INC	9 383 25	15 806 52	(6 423 27)
QUALCOMM INC	169 392 92	179,651 20	(10 258 28)
QUANTA SVCS INC	48,179 29	56 278 27	(8,098 98)
QWEST COMMUNICATIONS INTL INC COM	99 004 22	86,654 64	12 349 58
REINSURANCE GROUP AMER INC	6 881 33	6 991 06	(109 73)
RESEARCH IN MOTION LTD	98 077 95	92 784 37	5,293 58
SCHERING PLOUGH CORP COM	153,258 59	129 156 00	24 102 59
SCHLUMBERGER LTD COM	77 722 73	85 334 62	(7 611 89)
SEAGATE TECHNOLOGY	13 192.53	84,115 70	(70 923 17)
ST JUDE MEDICAL INC	18 802.50	20 454 72	(1,652 22)
STRYKER CORP COM	4 183 99	4,183 78	0 21
SUPERVALU INC COM	5,295 40	5,037 12	258 28
TAIWAN SEMICONDUCTOR MFG LTD	70,169 54	73 180 32	(3 010 78)
TARGET CORP	36 857 72	35 762 70	1 095 02
TEVA PHARMA INDS ADR	131 889 62	125 227 46	6,662 16

Statements 6 and 8

01408618007 | BRENTWOOD FOUNDATION

Provided by PNC Bank via Barry Lenahan

Asset Types Cash, Cash Equivalents, Common Stock, Common Trust Funds, Corporate Bonds Government Bonds Liabilities, Miscellaneous, Municipal Bonds, Mutual Funds, Options/Futures, Other, Preferred Stock
Data Current as of 31-Dec-2009

Asset Type	Current Allocation	Market Value		Total Cost		Unrealized Gain Loss
Cash	0 00%	$0 00		$0 00		$0 00
Cash Equivalents	2 10%	$83,478 15	A	$83,478 15		$0 00
Corporate Bonds	38 29%	$1,552,578 60	b	$1,466,655 42	c	$85,923 18
Government Bonds	59 65%	$2,418 826 93	b	$2 380 402 88	c	$38,424 05
TOTALS		$4 054,883 68		$3,930,536 45		$124,347 23

Stmnt 6 Line 10a	2,034,881	2,069,225
Stmnt 8 Line 10c	1,812,177	1,902,181
	3,847,058	3,971,406

Σ b= $3,971,405 53 Total FMV of corp bonds and US obligations
Σ c= $3,847,058 30 Total cost of corp bonds and US obligations

Asset Type Cash 0 000%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current All	Quantity	Current Pri	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
CASH - INCOME	1,408 618 007 00					0 27	1,085 281 86	1 00		1,085,281 86	1 085,281 86	0 00
CASH - PRINCIPAL	1,408,618,007 00					(0 27)	(1,085 281 86)	1 00		(1,085,281 86)	(1,085,281 86)	0 00
Subtotal						0 00				0 00	0 00	0 00

Asset Type Cash Equivalents 2 100%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current All	Quantity	Current Pri	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
PNC MONEY MARKET I	1 408,618,007 00	ID 99ARMONY7				0 02	83 478 15	1 00	40 178 00	83,478 15	83 478 15	0 00
Subtotal						0 02				83,478 15	83,478 15	0 00

Asset Type Corporate Bonds 38 289%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current All	Quantity	Current Pri	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
ABBOTT LABS 5 1	1,408,618 007 00	ID 002824AU4				0 00	15,000 00	1 05	40,178 00	15,689 55	14,935 05	754 50
ALABAMA POWER CO	1,408,618 007 00	ID 010392ER5				0 01	35 000 00	1 03	40,178 00	36,106 70	34,919 15	1,18/ 55
ALLSTATE LIFE 5 3	1,408,618 007 00	ID 02003MBQ6				0 01	20 000 00	1 07	40 178 00	21,349 40	19 980 00	1 369 40
AVON PRODS INC	1 408,618 007 00	ID 054303AT9				0 01	20,000 00	1 06	40,178 00	21,128 60	19,971 00	1,157 60
BANC AMER COML MI	1 408 618 007 00	ID 059500AA6			ID BAC57	0 01	22 670 89	1 02	40,178 00	23,07/ 83	22,773 60	304 23
BANK OF NY MELLO	1,408,618 00/ 00	ID 06406HBL2				0 00	15 000 00	1 05	40,1/8 00	15,786 90	14,995 20	/91 /0
BANK ONE CORP NT	1,408,618 007 00	ID 06423AAQ6				0 01	30,000 00	1 07	40,178 00	32 018 /0	32,205 30	(186 60)
BERKSHIRE HATHAWA	1,408,618,007 00	ID 084664BD2	ID US084664BD21			0 01	20,000 00	1 06	40,178 00	21,122 00	20,606 60	515 40
BK OF AMER 5 6	1,408,618,007 00	ID 06051GDX4				0 01	25 000 00	1 02	40,178 00	25,390 25	24,866 25	524 00
BOEING CO 5	1 408,618 007 00	ID 097023AV7				0 00	10,000 00	1 08	40 1/8 00	10,/65 50	9,955 80	809 70
CAMPBELL SOUP	1,408 618,007 00	ID 134429AT6				0 00	15,000 00	1 00	40,178 00	15 010 50	14 892 75	117 75
CAROLINA PWR & LT	1,408 618,007 00	ID 144141CZ9				0 01	20,000 00	1 04	40,178 00	20,884 60	19,981 60	903 00
CATERPILLAR FIN	1 408 618,007 00	ID 14912L2M2				0 01	40 000 00	1 05	40,178 00	41 988 40	38,598 90	3,389 50
CHASE ISSUANCE TR	1,408,618 007 00	ID 161571AL8			ID CIT421	0 01	55,000 00	1 01	40,178 00	55,766 15	53,902 15	1 864 00
CHEVRON CORP NT	1,408,618,007 00	ID 166751AH0			ID 166751	0 01	20 000 00	1 04	40,178 00	20,880 40	19,963 20	917 20
CISCO SYSTEMS INC	1,408 618 007 00	ID 17275RAC6				0 00	15 000 00	1 10	40,178 00	16,468 50	15 122 70	1 345 80
CITIGROUP INC 5	1,408,618,007 00	ID 172967EL1			ID 172967	0 01	35,000 00	1 04	40,178 00	36,460 90	35 039 55	1,421 35
COCA COLA CO 5	1 408 618 007 00	ID 191216AK6				0 01	35,000 00	1 08	40,178 00	37,702 /0	34,947 85	2,754 85
COLGATE PALM CO	1 108,618,00/ 00	ID 19416QDL1				0 01	25,000 00	1 06	40 178 00	26,61/ 75	24,994 25	1,623 50
CONOCOPHILLIPS	1,408 618,007 00	ID 20825CAR5				0 01	25 000 00	1 09	40,178 00	27 363 /5	25,140 50	2,223 25
CONSOLIDATED EDISC	1,408 618,00/ 00	ID 209111EN9			ID CE555	0 00	15,000 00	1 05	40,178 00	15,819 30	14,942 25	87/ 05
COSTCO WHSL CORP	1,408 618,007 00	ID 22160KAC9				0 00	15 000 00	1 07	40,178 00	16 009 20	14,536 80	1 472 40
CREDIT SUISSE FB 4	1,408,618,007 00	ID. 22541LBH5				0 01	30,000 00	1 03	40,178 00	30,813 60	29,997 60	816 00
DEERE JOHN CAP	1,408 618 007 00	ID 24422EQV4				0 01	25,000 00	1 08	40,178 00	27,107 75	24,911 75	2 196 00
DISNEY WALT	1,408,618,007 00	ID 25468PCG9				0 00	15 000.00	1 10	40 178 00	16,462 20	14,966 55	1 495 65
DU PONT E I 5	1,408,618,007 00	ID 263534BU2				0 01	20 000 00	1 08	40,1/8 00	21,545 00	19,801 60	1,743 40
DUKE ENERGY 5	1 408 618 007 00	ID 26442CAC8				0 00	10,000 00	1 05	40,178 00	10,4/0 90	9,966 00	504 90
EMERSON ELEC CO	1,408 618 007 00	ID 291011AY0				0 00	10,000 00	1 02	40,178 00	10,221 80	9,961 90	259 90
FLORIDA PWR & LT	1 408,618,007 00	ID 341081EZ6				0 01	20 000 00	1 08	40,178 00	21 584 80	19,994 40	1,590 40
GENL ELEC 5 2	1 408 618 007 00	ID 369604BC6				0 01	30 000 00	1 02	40,178 00	30,655 80	30 051 15	604 65
GOLDMAN SACHS GRF	1,408,618,007 00	ID 38141GFM1				0 01	45,000 00	1 07	40,178 00	48,1/2 50	44,822 95	3,349 55
HEWLETT-PACKARD C	1,408 618,007 00	ID 428236AM5				0 00	15,000 00	1 07	40,178 00	15,995 40	14 639 55	1 355 85

HONEYWELL INTL :	1,408,618,007 00	ID 438516AY2				0 00	15,000 00	1 04	40,178 00	15,627 30	14,960 40	666 90
HONEYWELL INTL '	1,408,618,007 00	ID 438516AV8				0 01	20,000 00	1 09	40,178 00	21,850 20	19,961 00	1,889 20
JOHNSON & JOHNSON	1,408,618,007 00	ID 478160AO7				0 01	30,000 00	1 10	40,178 00	33,090 30	30,000 00	3,090 30
JP MORGAN 6	1,408,618,007 00	ID 46625HGY0				0 00	10,000 00	1 07	40,178 00	10,749 90	9,747 60	1,002 30
KIMBERLY-CLARK	1,408 618 007 00	ID 494368BD4				0 01	20 000 00	1 21	40 178 00	24 196 40	19,926 80	4 269 60
MBNA CR CARD MSTR	1,408 618 007 00	ID 55264TDE8				0 02	95,000 00	1 02	40,178 00	96,922 80	94,525 00	2,397 80
MCDONALDS CORP M1	1 408,618,007 00	ID 58013MEB6				0 01	20,000 00	1 11	40,178 00	22,103 40	19,959 60	2,143 80
MERRILL LYNCH MTN	1 408 618,007 00	ID 59018YNG4				0 01	20,000 00	1 08	40 178 00	21,548 80	18,734.20	2 814 60
METLIFE INC 6 81	1 408,618 007 00	ID 59156RAR9				0 00	15,000 00	1 11	40 178 00	16 706 40	15,052.50	1,653 90
MIDAMERICAN ENERG	1,408 618 007 00	ID 595620AD7				0 01	20,000 00	1 05	40,178 00	21,090 40	19,544 20	1,546 20
NATL RURAL UTIL	1 408,618 007 00	ID 637432LM5				0 01	25,000 00	1 08	40,178 00	27,060 00	24,987 80	2 072 20
NORTHERN TRST CO	1,408,618,007 00	ID 665859AK0				0 00	15 000 00	1 07	40 178 00	15,984 30	15,000 00	984 30
OCCIDENTAL PETE	1 408,618 007 00	ID 674599BX2			ID 674599	0 00	10,000 00	1 01	40,178 00	10,073 20	9 929 20	144 00
ORACLE CORP	1,408,618 007 00	ID 68389XAG0				0 01	20,000 00	1 03	40 178 00	20,626 00	19 925 40	700 60
PECO ENERGY CO	1 408,618,007 00	ID 693304AL1				0 00	15,000 00	1 05	40,178 00	15,763 95	14,974 80	789 15
PEPSICO INC 5	1,408,618,007 00	ID 713448BH0				0 01	20,000 00	1 04	40,178 00	20,764 60	19,710 80	1,053 80
PITNEY BOWES INC GI	1,408,618,007 00	ID 72447XAC1				0 00	15,000 00	1 07	40,178 00	16,071 60	14,642 10	1,429 50
PRINCIPAL LIFE INC	1,408 618,007 00	ID 74254PJR4			ID PLI531	0 00	15,000 00	1 03	40,178 00	15,495 75	14,992 65	503 10
PROCTER & GAMBLE	1 408 618 007 00	ID 742718DL0				0 01	20,000 00	1 06	40,178 00	21,295 60	19,995 60	1,300 00
PROCTER & GAMBLE	1,408,618,007 00	ID 742718DN6				0 00	15,000 00	1 02	40,178 00	15 355 20	14,973 60	381 60
PUBLIC SVC ELEC 5	1,408,618 007 00	ID 74456QAJ5				0 01	30,000 00	1 07	40,178 00	32 180 10	30,961 65	1,218 45
SBC COMMUNICATION	1,408 618,007 00	ID 78387GAL7				0 01	25,000 00	1 07	40,178 00	26,856 00	25,062 90	1,793 10
SYSCO CORP 5_	1,408 618 007 00	ID 871829AL1				0 01	30,000 00	1 04	40,178 00	31,323 00	29,793 00	1,530 00
UNITED PARCEL SVC	1,408 618 007 00	ID 911312AL0			ID 911312	0 01	25,000 00	1 04	40,178 00	25,974 25	24,944 50	1,029 75
UNITED TECH CORP	1,408,618,007 00	ID 913017BQ1				0 00	10 000 00	1 11	40,178 00	11,050 50	9,983 80	1,066 70
USAA AUTO OWNER TI	1,408,618 007 00	ID 90327TAC7			ID UAO49	0 01	35,254 25	1 01	40,178 00	35,706 21	35,249 51	456 70
VERIZON COMMNS	1,408,618,007 00	ID 92343VAV6				0 00	10 000 00	1 10	40,178 00	11,032 30	10,053 40	978 90
VERIZON COMMUN	1,408 618 007 00	ID 92343VAC8				0 01	30,000 00	1 08	40,178 00	32,340 00	29,756 60	2,583 40
WAL-MART STORES	1,408,618 007 00	ID 931142CJ0			ID 931142	0 01	30 000 00	1 11	40,178 00	33,292 50	31,526 10	1 766 40
WELLS FARGO CO	1,408,618 007 00	ID 94974BET3			ID 94974E	0 01	25 000 00	1 00	40,178 00	24,926 25	24,959 25	(33 00)
WISC ELEC POWER	1 408 618,007 00	ID 976656CA4				0 01	20 000 00	1 12	40,178 00	27 332 80	19 961 20	2,371 60
WORLD OMNI AUTO	1,408 618 007 00	ID 98156DAD9			ID WOA3	0 00	16 476 76	1 02	40,178 00	16,751 26	16,476 36	274 90
Subtotal						0 38				1,552,578 60	1,466,655 42	85,923 18

Asset Type Government Bonds 59 652%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current All	Quantity	Current Pri	Date Pricec	Market Value	Total Cost	Unrealized Gain/Loss
BANK OF AMER CORP	1 408,618,007 00	ID 06050BAA9				0 01	25,000 00	1 04	40,178 00	25 905 00	25,509 75	395 25
CITIGROUP INC 2 8	1,408,618,007 00	ID 17313UAA7				0 01	40,000 00	1 03	40,178 00	41,200 00	39,900 80	1 299 20
FHLMC SER 2854 DL	1,408 618 007 00	ID 31395FHJ6				0 01	55 000 00	1 02	40,178 00	55,825 55	51,227 34	4,598 21
FNMA POOL #357707	1,408,618 007 00	ID 31376KKU9			ID 357707	0 03	98,388 15	1 03	40,178 00	101,283 71	96,012 99	5,270 72
FNMA POOL #826905	1,408 618 007 00	ID 31407CU62			ID 826905	0 02	89,146 40	1 03	40,178 00	91,658 55	87 642 06	4 016 49
FNMA POOL #888459	1,408,618,007 00	ID 31410GB44			ID 888459	0 02	92,624 95	1 04	40 178 00	96,311 42	90,468 53	5,842 89
FNMA POOL #888567	1,408 618,007 00	ID 31410GFG3			ID 888567	0 03	119 130 04	1 05	40,178 00	125,136 58	117,547 84	7,588 74
FNMA POOL #898415	1,408 618,007 00	ID 31410VDU1			ID 898415	0 02	88,280 07	1 06	40,178 00	93,770 21	89,142 17	4,628 04
FNMA POOL #913304	1,408 618 007 00	ID 31411RU55			ID 913304	0 02	58,321 88	1 05	40,178 00	61,116 66	57,918 64	3,198 02
GE ELEC 2 125'	1,408,618 007 00	ID 36967HAV9			ID 36967H	0 02	70 000 00	1 00	40,178 00	70 065 10	69,907 60	157 50
GEN ELEC CAP	1 408,618,007 00	ID 36967HAD9				0 01	25,000 00	1 03	40,178 00	25,770 50	25 064 20	706 30
GENL ELEC CAP :	1,408,618,007 00	ID 36967HAH0				0 02	60 000 00	1 01	40,178 00	60,841 20	60 564 60	276 60
GNMA REMIC 4	1,408,618,007 00	ID 38374EG84				0 02	65 000 00	1 04	40,178 00	67,394 60	59,838 09	7,556 51
GOLDMAN SACHS	1,408 618 007 00	ID 38146FAF8				0 00	15 000 00	1 01	40,178 00	15,134 10	14,979 60	154 50
JPMORGAN CHASE	1,408,618 007 00	ID 481217AE4				0 00	10,000 00	1 01	40,178 00	10,114 80	9,995 00	119 80
JPMORGAN CHASE	1,408,618,007 00	ID 481247AM6				0 02	85 000 00	1 00	40 178 00	85,374 85	84,621 75	753 10
STATE STREET CORP	1,408,618,007 00	ID 85748KAA1				0 00	15,000 00	1 01	40,178 00	15 196 50	14 978 40	218 10
U S TREASURY NOTE	1,408 618,007 00	ID 912828KD1	ID US912828KD17			0 01	60 000 00	0 92	40,178 00	55,237 80	55,659 38	(421 58)
U S TREASURY NOTE	1,408,618,007 00	ID 912828BH2				0 06	235 000 00	1 08	40 178 00	253,579 10	256,719 70	(3 140 60)
U S TREASURY NT	1 408,618,007 00	ID 9128275Z1				0 04	165,000 00	1 01	40,178 00	166,199 55	169,960 74	(3,761 19)
U S TSY NTS 4 87	1,408,618,007 00	ID 912828FN5			ID 912828	0 04	145 000 00	1 06	40,178 00	153,988 55	157,018 95	(3,030 40)
US TREAS NT 2 3	1,408,618 007 00	ID 912828K16				0 03	140 000 00	0 96	40,178 00	133,940 80	137,276 64	(3,335 84)
US TREAS NT 4 8	1,408,618,007 00	ID 912828FQ8			ID 912828	0 09	320,000 00	1 10	40,178 00	351,900 80	351,365 23	535 57
US TREAS NT 1 37'	1,408,618,007 00	ID 912828KK5			ID 912828	0 03	135,000 00	1 00	40,178 00	135,126 90	135,295 31	(168 41)
US TREAS NT TIPS 1	1,408 618 007 00	ID 912828HN3				0 03	123 823 20	1 02	40,178 00	126,754 10	121,787 57	4,966 53
Subtotal						0 60				2,418 826 93	2,380,402 88	38,424 05

Statement 7

01408618106 | BRENTWOOD FDN - ALLIANCE CAP

Provided by PNC Bank via Barry Lenahan

Asset Types Cash, Cash Equivalents, Common Stock, Common Trust Funds, Corporate Bonds, Government Bonds, Liabilities, Miscellaneous, Municipal Bonds, Mutual Funds, Options/Futures, Other, Preferred Stock
Data Current as of 31-Dec-2009

Asset Type	Current Allocation	Market Value		Total Cost		Unrealized Gain Loss
Cash	0 00	0 00		0 00		0 00
Cash Equivalents	0 00	9,496 57	A	9 496 57		0 00
Common Stock	0 98	4,722,807.04	b	3,340,026 72	c	1 382 780 32
Miscellaneous	0 02	83,180 80	b	71,341 44	c	11,839 36
TOTALS		4,815,484 41		3,420,864 73		1 394 619 68

Σ b= 4,805,987 84
Σ c= 3 411,368 16

Part II Line 10b		
Alliance	c=3,411,368	b=4,805,988
Fifth Third	4,689,415	4,906,289
Total Line 10b	8,100,783	9,712,277

Asset Type Cash 0 000%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current Alli	Quantity	Current Pri	Date Pricec	Market Value	Total Cost	Unrealized G/Loss
CASH - INCOME	1,408,618,106 00					0 08	393,551 69	1 00		393,551 69	393,551 69	0 00
CASH - PRINCIPAL	1,408,618,106 00					(0 08)	(393,551 69)	1 00		(393,551 69)	(393,551 69)	0 00
Subtotal						0 00				0 00	0 00	0 00

Asset Type Cash Equivalents 0 200%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current Alli	Quantity	Current Pri	Date Pricec	Market Value	Total Cost	Unrealized Gain/Loss
PNC MONEY MARKET FD I SHS	1,408 618,106 00	ID 99ARMONY7				0 00	9,496 57	1 00	40,178 00	9 496 57	9 496 57	0 00
Subtotal						0 00				9,496 57	9 496 57	0 00

Asset Type Common Stock 98 075%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current Alli	Quantity	Current Pri	Date Pricec	Market Value	Total Cost	Unrealized Gain/Loss
AIR PRODS & CHEMS INC COM	1 408,618,106 00	ID 009158106			ID APD	0 02	1,050 00	81 06	40,178 00	85,113 00	84 333 07	779 93
ALCON INC	1,408,618,106 00	ID H01301102			ID ACL	0 04	1,225 00	164 35	40,178 00	201,328 75	142 634 76	58 693 99
ANHEUSER BUSCH INBEV SA/NV	1,408,618 106 00	ID 03524A108	ID US03524A1088		ID BUD	0 01	1,225 00	52 03	40,178 00	63,736 75	60 049 98	3,686 77
APPLE INC	1,408 618 106 00	ID 037833100			ID AAPL	0 07	1,520 00	210 73	40,178 00	320,312 64	66,879 69	253,432 95
ARCELORMITTAL SA LUXEMBOURG	1,408,618 106 00	ID 03938L104			ID MT	0 01	1,360 00	45 75	40,178 00	62,220 00	49,340 67	12,879 33
BANK OF AMER CORP	1,408,618,106 00	ID 060505104			ID BAC	0 01	2,255 00	15 06	40,178 00	33,960 30	36,885 98	(2,925 68)
BAXTER INTL INC COM	1,408 618,106 00	ID 071813109			ID BAX	0 00	295 00	58 68	40,178 00	17,310 60	16,659 45	651 15
BROADCOM CORP	1,408 618,106 00	ID 111320107			ID BRCM	0 02	2,575 00	31 47	40,178 00	81,035 25	59 130 17	21,905 08
CAMERON INTERNATIONAL CORP COM	1,408 618 106 00	ID 13342B105			ID CAM	0 02	2,115 00	41 80	40,178 00	88 407 00	59,687 77	28,719 23
CELGENE CORP COM	1,408 618 106 00	ID 151020104			ID. CELG	0 01	1,035 00	55 68	40 178 00	57,628 80	48,385 89	9,242 91
CISCO SYS INC COM	1,408,618,106 00	ID 17275R102			ID CSCO	0 02	3,925 00	23 94	40,178 00	93,964 50	76 968 14	16 996 36
CME GROUP INC	1,408,618 106 00	ID 12572Q105			ID CME	0 01	130 00	335 96	40,178 00	43,674 80	35,272 59	8 402 21
COMCAST CORP-CL A	1,408,618,108 00	ID 20030N101			ID CMCS/	0 01	2,950 00	16 86	40,178 00	49,737 00	47,934 28	1,802 72
COOPER INDS PLC NEW IRELAND	1 408,618,106 00	ID. G24140108			ID CBE	0 01	1,395 00	42 64	40 178 00	59 482 80	46 935 96	12,546 84
COSTCO WHSL CORP NEW	1,408 618 106 00	ID 22160K105			ID COST	0 02	1,915 00	59 17	40 178 00	113,310 55	89,210 05	24,100 50
COVIDIEN PLC	1,408,618,106 00	ID G2554F105	ID IE00B3QN1M21		ID COV	0 01	695 00	47 89	40,178 00	33,283 55	31,708 79	1,574 76
DANAHER CORPORATION COM	1,408,618,106 00	ID 235851102			ID DHR	0 03	1,870 00	75 20	40,178 00	140,624 00	106 411 22	34 212 78
DISNEY WALT CO	1,408,618 106 00	ID 254687106			ID DIS	0 01	1,995 00	32 25	40,178 00	64,338 75	38 331 69	26,007 06
E M C CORP MASS COM	1,408,618,106 00	ID 268648102			ID EMC	0 02	6,360 00	17 47	40,178 00	111 109 20	100,695 39	10,413 81
EOG RES INC	1,408,618,106 00	ID 26875P101			ID EOG	0 00	150 00	97 30	40,178 00	14 595 00	14,466 18	128 82
FEDEX CORP	1,408 618,106 00	ID 31428X106			ID FDX	0 00	195 00	83 45	40,178 00	16,272 75	10,171 96	6,100 79
FORD MTR CO	1,408 618 106 00	ID 345370860			ID F	0 01	6,700 00	10 00	40,178 00	67,000 00	52,990 28	14 009 72
FRANKLIN RES INC COM	1,408,618 106 00	ID 354613101			ID BEN	0 01	365 00	105 35	40,178 00	38 452 75	29,423 97	9,028 78
FREEPORT-MCMORAN COPPER & GOLD	1,408,618 106 00	ID 35671D857			ID FCX	0 01	570 00	80 29	40,178 00	45,765 30	24,588 33	21,176 97
GILEAD SCIENCES INC COM	1,408,618,108 00	ID 375558103			ID GILD	0 03	3,345 00	43 27	40,178 00	144,738 15	58 358 18	86,379 97
GOLDMAN SACHS GROUP INC COM	1,408 618,106 00	ID 38141G104			ID GS	0 04	1,255 00	168 84	40,178 00	211,894 20	101 398 62	110,495 58
GOODRICH CORP COM	1,408,618,106 00	ID 382388106			ID GR	0 01	850 00	64 25	40 178 00	54,612 50	47,207 54	7,404 96
GOOGLE INC	1,408,618 106 00	ID 38259P508			ID GOOG	0 06	455 00	619 98	40 178 00	282,090 90	78 221 34	203 869 56
HEWLETT PACKARD CO COM	1 408,618,106 00	ID 428236103			ID HPQ	0 03	2,925 00	51 51	40 178 00	150,666 75	113,735 22	36 931 53

HYATT HOTELS CORP COM CL A	1,408 618,106 00	ID 448579102	ID US4485791028		ID H	0 00	500 00	29 81	40,178 00	14,905 00	12,500 00	2,405 00
ILLINOIS TOOL WORKS INC COM	1,408,618 108 00	ID 452308109			ID ITW	0 03	3,420 00	47 99	40,178 00	164,125 80	134,540 80	29,585 00
INGERSOLL-RAND COMPANY LTD	1,408,618,106 00	ID G47791101	ID BMG4776G1015			0 01	1,775 00	35 74	40,178 00	63,438 50	61,155 22	2 283 28
INTEL CORP COM	1,408,618,106 00	ID 458140100			ID INTC	0 04	9,295 00	20 40	40,178 00	189 618 00	163,407 60	26,210 40
JOHNSON CTLS INC COM	1,408,618,106 00	ID 478366107			ID JCI	0 02	3,535 00	27 24	40,178 00	96,293 40	79,256 28	17,037 12
JPMORGAN CHASE & CO COM	1,408,618,106 00	ID 46625H100			ID JPM	0 05	6,055 00	41 67	40,178 00	252,311 85	200,428 37	51,883 48
KLA-TENCOR CORP COM	1,408,618 108 00	ID 482480100			ID KLAC	0 01	805 00	36 16	40,178 00	29,108 80	27,362 64	1,746 16
KOHLS CORP COM	1,408,618 106 00	ID 500255104			ID KSS	0 02	1,780 00	53 93	40,178 00	95,995 40	65 432 19	30,563 21
LOWES COS INC COM	1,408 618 106 00	ID 548661107			ID LOW	0 02	3,610 00	23 39	40,178 00	84,437 90	73,023 71	11,414 19
MICROSOFT CORP	1,408 618,106 00	ID 594918104			ID MSFT	0 02	2 550 00	30.48	40,178 00	77 724 00	74,323 35	3,400 65
OCCIDENTAL PETE CORP	1,408,618,106 00	ID 674599105			ID OXY	0 02	1,215 00	81 35	40,178 00	98,840 25	86,236 62	12,603 63
ORACLE CORP	1,408,618 106 00	ID 68389X105			ID ORCL	0 01	1 215 00	24 53	40,178 00	29,803 95	29 713 02	90 93
PEPSICO INC	1,408 618,106 00	ID 713448108			ID PEP	0 02	1,320 00	60 80	40,178 00	80,256 00	68,290 18	11,965 82
PETROLEO BRASILEIRO SA PETRO	1,408 618,106 00	ID 71654V101			ID PBR/A	0 01	570 00	42 39	40,178 00	24,162 30	18,739 88	5,422 42
PRINCIPAL FINANCIAL GROUP	1 408,618,106 00	ID 74251V102			ID PFG	0 01	1 076 00	24 04	40,178 00	25,843 00	27,513 35	(1 670 35)
QUALCOMM INC	1,408 618 106 00	ID 747525103			ID QCOM	0 02	2 080 00	46 26	40,178 00	96,220 80	75,278 70	20,942 10
SCHLUMBERGER LTD COM	1 408,618,106 00	ID 806857108			ID SLB	0 04	2 710 00	65 09	40,178 00	176,393 90	118,000 80	58,393 10
SUCOR ENERGY INC NEW	1,408 618,106 00	ID 867224107			ID SU	0 01	910 00	35 31	40,178 00	32,132 10	31,844 32	287 78
TARGET CORP	1,408,618,106 00	ID 87612E106			ID TGT	0 02	2,195 00	48 37	40,178 00	106,172.15	75,003 64	31,168 51
TEVA PHARMA INDS ADR	1 408,618,106 00	ID 881624209			ID TEVA	0 03	2,105 00	56 18	40,178 00	118,258 90	85,311 32	32,947 58
VERTEX PHARMACEUTICALS INC COM	1,408,618 106 00	ID 92532F100			ID VRTX	0 01	1 610 00	42 85	40,178 00	68,988 50	59,316 88	9,671.62
VISA INC CL A	1 408,618 106 00	ID 92826C839			ID V	0 00	140 00	87 46	40,178 00	12,244 40	7,832 75	4,411 65
WELLS FARGO & CO NEW	1,408,618,106 00	ID 949746101			ID WFC	0 01	1 440 00	26 99	40,178 00	38,865 60	37,497 94	1,367 66
Subtotal						0 98				4,722,807 04	3,340,026 72	##########

Asset Type Miscellaneous 1 700%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current All	Quantity	Current Pri	Date Pricec	Market Value	Total Cost	Unrealized Gain/Loss
BLACKSTONE GROUP L P	1,408,618,106 00	ID 09253U108			ID BX	0 02	6,340 00	13 12	40,178 00	83,180 80	71 341 44	11,839 36
Subtotal						0 02				83,180 80	71,341 44	11,839 36

Statement 7

01408618205 | BRENTWOOD FDN - FIFTH THIRD

Provided by PNC Bank via Barry Lenahan

Asset Types Cash, Cash Equivalents, Common Stock, Common Trust Funds, Corporate Bonds, Government Bonds, Liabilities, Miscellaneous, Municipal Bonds, Mutual Funds, Options/Futures, Other, Preferred Stock
Data Current as of 31-Dec-2009

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain Loss
Cash	0 00	0 00	0 00	0 00
Cash Equivalents	0 02	108,236 08	108 236 08	0 00
Common Stock		4,906,289 04	4 689,415 04	216 874 00
TOTALS		5,014,525 12	4,797,651 12	216,874 00

Asset Type Cash 0 000%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current Allocatio	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
CASH - INCOME	1,408 618,205 00					0 08	377,136 86	1 00		377,136 86	377,136 86	0 00
CASH - PRINCIPAL	1,408,618,205 00					(0 08)	(377,136 86)	1 00		(377,136 86)	(377,136 86)	0 00
Subtotal						0 00				0 00	0 00	0 00

Asset Type Cash Equivalents 2 200%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current Allocatio	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
PNC MONEY MARKET	1,408,618,205 00	ID 99ARMONY7				0 02	108,236 08	1 00	40,178 00	108 236 08	108,236 08	0 00
Subtotal						0 02				108,236 08	108,236 08	0 00

Asset Type Common Stock 97 842%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current Allocatio	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
3M COMPANY	1,408,618 205 00	ID 88579Y101			ID MMM	0 01	670 00	82 67	40,178 00	55,388 90	46,853 57	8,535 33
ALCOA INC	1,408 618,205 00	ID 013817101			ID AA	0 02	6 180 00	16 12	40,178 00	99,621 60	79,736 67	19,884 93
ALLSTATE CORP COI	1,408 618 205 00	ID 020002101			ID ALL	0 01	1,440 00	30 04	40,178 00	43,257 60	72,766 07	(29,508 47)
ALTRIA GROUP INC	1,408,618 205 00	ID 02209S103			ID MO	0 02	6 210 00	19 63	40,178 00	121,902 30	129,015 09	(7,112 79)
AMDOCS LTD	1,408,618,205 00	ID G02602103			ID DOX	0 01	2,490 00	28 53	40,178 00	71,039 70	71,358 11	(318 41)
AMERIPRISE FINL IN	1,408,618 205 00	ID 03076C106			ID AMP	0 02	1,930 00	38 82	40 178 00	74,922 60	69,130 37	5,792 23
AMGEN INC	1,408,618,205 00	ID 031162100			ID AMGN	0 02	1,500 00	56 57	40,178 00	84,855 00	70,780 92	14,074 08
ANNALY CAPTIAL MG	1,408,618,205 00	ID 035710409			ID NLY	0 01	2,700 00	17 35	40,178 00	46,845 00	40,844 83	6,000 17
AOL INC	1 408,618,205 00	ID 00184X105	ID US00184X1054		ID AOL	0 00	248 00	23 28	40,178 00	5,773 44	5,818 77	(45 33)
APACHE CORP COM	1,408 618,205 00	ID 037411105			ID APA	0 03	1,600 00	103 17	40 178 00	165,072 00	140,225 46	24,846 54
BANK OF AMER CORI	1,408 618,205 00	ID 060505104			ID BAC	0 02	7,720 00	15 06	40,178 00	116,263 20	134 949 01	(18,685 81)
BEST BUY INC	1,408,618,205 00	ID 086516101			ID BBY	0 01	1,010 00	39 46	40,178 00	39,854 60	40,890 63	(1 036 03)
CARNIVAL CORP	1,408,618,205 00	ID 143658300			ID CCL	0 02	2,410 00	31 69	40,178 00	76,372 90	65,647 12	10,725 78
CATERPILLAR INC	1 408 618 205 00	ID 149123101			ID CAT	0 01	920 00	56 99	40 178 00	52 430 80	56,288 22	(3 857 42)
CENTURYTEL INC	1,408,618,205 00	ID 156700106			ID CTL	0 01	1,780 00	36 21	40,178 00	64,453 80	58,717 96	5,735 84
CHEVRON CORP	1 408 618,205 00	ID 166764100			ID CVX	0 04	2,580 00	76 99	40,178 00	198,634 20	197,994 77	639 43
CONOCOPHILLIPS	1,408,618,205 00	ID 20825C104			ID COP	0 04	3,956 00	51 07	40,178 00	202,032 92	230,338 98	(28 306 06)
CVS/CAREMARK COF	1 408,618,205 00	ID 126650100			ID CVS	0 01	1,043 00	32 21	40,178 00	33,595 03	29,212 24	4,382.79
DARDEN RESTAURAI	1,408,618,205 00	ID 237194105			ID DRI	0 01	1,750 00	35 07	40,178 00	61 372 50	42 394 94	18,977 56
DISCOVER FINANCIA	1,408,618,205 00	ID 254709108			ID DFS	0 01	4,240 00	14 71	40,178 00	62,370 40	74 646 92	(12,276 52)
DOW CHEMICAL CO	1,408 618 205 00	ID 260543103			ID DOW	0 03	4,539 00	27 63	40,178 00	125,412 57	144,120 59	(18,708 02)
EBAY INC COM	1,408,618,205 00	ID 278642103			ID EBAY	0 01	1,160 00	23 53	40,178 00	27,294 80	24,850 34	2,444 46
EDISON INTL COM	1,408 618,205 00	ID 281020107			ID EIX	0 01	1,250 00	34 78	40 178 00	43,475 00	39,117 87	4,357 13
ENERGIZER HLDGS I	1,408,618,205 00	ID 29266R108			ID ENR	0 01	888 00	61 28	40,178 00	54,416 64	55,888 55	(1,471 91)
EXXON MOBIL CORP	1,408 618,205 00	ID 30231G102			ID XOM	0 02	1,445 00	68 19	40,178 00	98,534 55	100,354 08	(1,819 53)
FIRSTENERGY CORF	1,408 618,205 00	ID 337932107			ID FE	0 01	1,370 00	46 45	40,178 00	63,636 50	53,862 30	9 774 20
FOREST LABS INC CI	1,408,618,205 00	ID 345838106			ID FRX	0 02	3,631 00	32 11	40 178 00	116,591 41	114,627 76	1,963 65
GENERAL DYNAMICS	1 408 618 205 00	ID 369550108			ID GD	0 02	1,200 00	68 17	40 178 00	81,804 00	61,184 25	20 619 75

GENERAL ELEC CO (	1,408 618,205 00	ID 369604103		ID GE	0 02	7,600 00	15 13	40 178 00	114,988 00	190,617 62	(75,629 62)
HEWLETT PACKARD	1,408,618,205 00	ID 428236103		ID HPQ	0 02	1 989 00	51 51	40 178 00	102,453 39	65,057 84	37,395 55
INTEL CORP COM	1,408,618 205 00	ID 458140100		ID INTC	0 01	3,510 00	20 40	40,178 00	71 604 00	53,608 31	17 995 69
JOHNSON & JOHNSC	1,408,618 205 00	ID 478160104		ID JNJ	0 02	1,796 00	64 41	40,178 00	115,680 36	113,795 51	1,884 85
JPMORGAN CHASE 8	1 408 618,205 00	ID 46625H100		ID JPM	0 03	3,400 00	41 67	40,178 00	141,678 00	134,387 41	7,290 59
MATTEL INC	1,408 618,205 00	ID 577081102		ID MAT	0 01	1,500 00	19 98	40,178 00	29,970 00	30,752 25	(782 25)
MERCK & CO INC NE	1,408,618,205 00	ID 58933Y105	ID US58933Y1055	ID MRK	0 03	3,772 00	36 54	40,178 00	137,828 88	97 163 11	40,665 77
MICROSOFT CORP	1 408,618,205 00	ID 594918104		ID MSFT	0 01	1,700 00	30 48	40,178 00	51,816 00	31,497 58	20,318 42
MORGAN STANLEY C	1,408 618 205 00	ID 617446448		ID MS	0 01	1,450 00	29 60	40,178 00	42,920 00	40,451 90	2,468 10
NEW YORK CMNTY B	1 408 618,205 00	ID 649445103		ID NYB	0 02	5,310 00	14 51	40,178 00	77,048 10	49,350 79	27,697 31
NORTHROP GRUMM/	1,408,618 205 00	ID 666807102		ID NOC	0 01	770 00	55 85	40,178 00	43,004 50	53,206 53	(10,202 03)
PG&E CORP COM	1,408,618,205 00	ID 69331C108		ID PCG	0 03	2,820 00	44 65	40,178 00	125,913 00	110,613 60	15,299 40
PITNEY BOWES INC	1 408,618,205 00	ID 724479100		ID PBI	0 01	2,410 00	22 76	40,178 00	54,851 60	86,672 90	(31 821 30)
PRUDENTIAL FINANC	1 408 618 205 00	ID 744320102		ID PRU	0 02	1,870 00	49 76	40 178 00	93,051 20	85,543 03	7,508 17
QWEST COMMUNICA	1,408,618,205 00	ID 749121109		ID Q	0 01	13,870 00	4 21	40,178 00	58,392 70	49,255 72	9,136 98
REINSURANCE GROI	1,408 618,205 00	ID 759351604		ID RGA	0 01	1 460 00	47 65	40,178 00	69,569 00	55,370 27	14,198 73
SAIC INC	1,408,618,205 00	ID 78390X101		ID SAI	0 01	1,989 00	18 94	40,178 00	37,671 66	36 550 65	1,121 01
STRYKER CORP CON	1,408,618 205 00	ID 863667101		ID SYK	0 01	1,159 00	50 37	40,178 00	58 378 83	53,033 43	5,345 40
SUPERVALU INC CON	1,408,618,205 00	ID 868536103		ID SVU	0 01	3 210 00	12 71	40,178,00	40,799 10	46,949 94	(6,150 84)
THE TRAVELERS CO	1 408,618,205 00	ID 89417E109		ID TRV	0 01	1,450 00	49 86	40,178 00	72 297 00	65,093 76	7,203 24
TIME WARNER INC	1,408,618 205 00	ID. 887317303	ID US8873173038	ID TWX	0 02	2,729 00	29 14	40,178 00	79,523 06	82,904 87	(3,381 81)
TRANSOCEAN LTD O	1,408 618,205 00	ID H8817H100		ID RIG	0 02	1,330 00	82 80	40,178 00	110,124 00	95,193 98	14,930 02
TYCO INTERNATION/	1,408,618,205 00	ID H89128104	ID CH0100383485	ID TYC	0 02	2,240 00	35 68	40,178 00	79,923 20	79,525 96	397 24
UNITED TECHNOLOC	1,408,618,205 00	ID 913017109		ID UTX	0 01	770 00	69 41	40,178 00	53,445 70	49,502 10	3,943 60
UNITEDHEALTH GRO	1,408,618,205 00	ID 91324P102		ID UNH	0 02	3,805 00	30 48	40,178 00	115,976 40	98,548 80	17,427 60
US BANCORP DEL CC	1,408,618,205 00	ID 902973304		ID USB	0 02	5 020 00	22 51	40,178 00	113,000 20	97,205 94	15,794 26
V F CORP COM	1,408,618 205 00	ID 918204108		ID VFC	0 02	1,160 00	73 24	40,178 00	84,958 40	63,928 77	21,029 63
VERIZON COMMUNIC	1,408,618,205 00	ID 92343V104	ID US92343V1044	ID VZ	0 03	4,790 00	33 13	40,178 00	158,692 70	145,468 75	13,223 95
VIACOM INC NEW CL	1,408,618,205 00	ID 92553P201		ID VIA/B	0 02	2,900 00	29 73	40,178 00	86,217 00	82,180 32	4,036 68
WELLS FARGO & CO	1,408 618,205 00	ID 949746101		ID WFC	0 02	4,310 00	26 99	40,178 00	116,326 90	123,995 33	(7 668 43)
XTO ENERGY INC	1,408,618,205 00	ID 98385X106		ID XTO	0 02	1,740 00	46 53	40,178 00	80,962 20	70,371 68	10,590 52
Subtotal					0 98				4,906,289 04	4,689,415 04	216,874 00

Statement 9

01408618008 | BRENTWOOD FDN - MUTUAL FUND

Provided by PNC Bank via Barry Lenahan

Asset Types Cash, Cash Equivalents, Common Stock, Common Trust Funds, Corporate Bonds Government Bonds Liabilities, Miscellaneous, Municipal Bonds, Mutual Funds, Options/Futures, Other, Preferred Stock
Data Current as of 31-Dec-2009

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain Loss
Cash	0 00%	-	-	-
Cash Equivalents	13 00%	606 789 49	606,789 49	-
Mutual Funds	86 99%	4,055,289 58	5,025,000 00	(969,710 42)
TOTALS		4,662 079 07	5,631,789 49	(969,710 42)

Part II Line 13		
Mutual Funds	4,055,289 58	5,025,000.00

Asset Type Cash 0 000%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current All	Quantity	Current Pri	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
CASH - INCOME	1408618008					0 04	171776 92	1 00		171776 92	171776 92	0 00
CASH - PRINCIPAL	1408618008					(0 04)	(171776 92)	1 00		(171776 92)	(171776 92)	0 00
Subtotal						0 00				0 00	0 00	0 00

Asset Type Cash Equivalents 13 000%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current All	Quantity	Current Pri	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
PNC MONEY MARKET	1408618008	ID 99ARMONY7				0 13	606789 49	1 00	40178 00	606789 49	606789 49	0 00
Subtotal						0 13				606789 49	606789 49	0 00

Asset Type Mutual Funds 86 985%

Asset Name	Account	Asset ID	ISIN	SEDOL	Ticker	Current All	Quantity	Current Pri	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
ADVISORS INNER CIF	1408618008	ID 00764Q751			ID PSIGX	0 22	109465 79	9 26	40178 00	1013653 23	1168000 00	(154346 77)
ARTIO INTERNATION	1408618008	ID 04315J837			ID JETIX	0 15	58076 42	11 78	40178 00	684140 18	1000000 00	(315859 82)
DODGE & COX INTER	1408618008	ID 256206103			ID DODF)	0 07	10455 46	31 85	40178 00	333006 50	485000 00	(151993 50)
HARBOR INTERNATI(	1408618008	ID. 411511306			ID HAINX	0 08	6452 44	54.87	40178 00	354045 44	472000 00	(117954 56)
OLD MUT ADVISOR F	1408618008	ID. 68002T515			ID OICVX	0 21	61898 21	15 63	40178 00	967469 05	900000 00	67469 05
VANGUARD TOTAL IN	1408618008	ID 921909602			ID VGTS)	0 15	48783 84	14 41	40178 00	702975 18	1000000 00	(297024 82)
Subtotal						0 87				4055289 58	5025000 00	(969710 42)

BRENTWOOD POLICIES

Grantmaking Guidelines:

- The Foundation awards monetary grants to Federally qualified tax exempt organizations
- No grants will be made directly to individuals.
- The Foundation strongly favors grant requests for specific projects over those requesting general operating support or capital
- The Foundation's geographic focus is the state of Ohio, in particular Northeast Ohio, however, the Foundation will consider funding requestes outsied of Ohio if they directly impact Ohio or Northeast Ohio

Home	About Us	What We Fund	Grant Inquiry	Grant Reporting	News	Member

APPLY FOR A GRANT

We ask that you submit a Grant Inquiry before applying for a grant to ensure that you fulfill the basic requirements of the Brentwood Foundation.

View PDF of Grant Cover Sheet

The Foundation has no set form of application. However, the information should be provided in the following order:

1. Cover Letter, not to exceed one page

- A brief description of the organization
- A brief description of the proposed program
- A brief statement on the impact the proposed program will have on your organization
- The total program budget, and amount and length of time of request
- How funds will be expended if grant is made
- Indicated support from the Board Chair and Executive Director
- Signature of both the Board Chair/President and Executive Director

2. A proposal abstract, not to exceed two pages

- Brief overview of the organization
- A brief summary of the proposed program/project
- How proposed program/project will assist the Foundation in implementing its mission and goals
- Total program budget, amount and length of time of funding request, organizational support (financial and ir kind) and other committed and/or anticipated funding support
- A list of goals and objectives of proposed program
- A brief description about the method for administering the proposed program
- A brief description about the method for evaluating proposed program
- A brief statement about post-grant plans and funding for proposed program
- Name and phone number of the project director or contact person

3. A full proposal, not to exceed eight pages and should include the following:

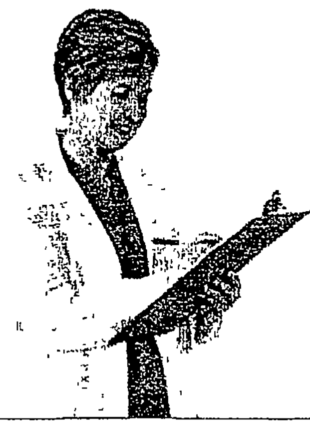
- Organizational background, including mission and goals
- Background information about the need(s) to be addressed
- A detailed description of the intent of the proposed program
- A detailed list of the program goals and objectives
- Activities needed to be undertaken to accomplish program goals and objectives and a detailed timeline for implementing and completing these activities
- Detailed discussion about how program will enhance osteopathic medical education and the mission of the foundation
- Detailed discussion of post grant plans for the proposed program, including how it will be financed after Foundation funding is depleted
- Criteria that will be utilized for evaluating the program
- Completion and submission of a detailed, line-item budget of revenue and expenditures associated with the proposed program (budget forms located on Foundation Web-site)

4. Attachments

- List of Board of Trustees
- A copy of your organization's tax-exempt letter from the IRS

- A copy of your most recent annual report
- A copy of the most current audited financial statement
- Program Budget
- Certification of your Public Charity Status (eg. 990-PF)

(Two copies of the completed applications should be submitted to the Foundation by e-mail or regular mail)
****Grant applications submitted to the Foundation by South Pointe Hospital (SPH) or any other hospital entity or individual within the Cleveland Clinic Health System must adhere to SPH's grant application process. To obtain information about SPH's grant application process call (216) 491-7234 or 491-7461 The Foundation will not consider applications that have not followed SPH's application process.**



CONTACT US

Contact Informaion:
The Brentwood Foundation
6000 Lombardo Center
Suite 110
Seven Hills, Ohio 44131
Phone: (216) 328-9294
Fax: (216) 328-9219
Email· **Brentwood Foundation**

Form **4562** Department of the Treasury Internal Revenue Service (99)

Depreciation and Amortization 990PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No 67

Name(s) shown on return	Business or activity to which this form relates	Identifying number
BRENTWOOD FOUNDATION	FORM 990-PF PAGE 1	34-1783117

Part I Election To Expense Certain Property Under Section 179 Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7			
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7			8	
9	Tentative deduction Enter the smaller of line 5 or line 8			9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562			10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5			11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11			12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ▶	13			

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	697.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28			21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.			22	697.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23			

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

● If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

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.** Only file the original (no copies needed)

Type or print	Name of Exempt Organization BRENTWOOD FOUNDATION	**Employer identification number** 34-1783117
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P.O. box, see instructions. 6000 LOMBARDO CENTER, NO. 110	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions CLEVELAND, OH 44131	

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 [X] 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.

● The books are in the care of ▶ DEACONESS COMMUNITY FOUNDATION 7575 NORTHCLIFF AVENUE, SUITE 203 - BROOKLYN, OH 44144

Telephone No. ▶ 216-741-4077 FAX No. ▶

● 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 15, 2010.

5 For calendar year 2009 , 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
CURRENTLY AWAITING MATERIAL INFORMATION NECESSARY FOR A COMPLETE AND ACCURATE 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	8a	$ 0.
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	8b	$ 9,000.
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	8c	$ 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 ▶

923832
06-26-09

Form **8868** (Rev. April 2009)
Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization	Employer identification number
	BRENTWOOD FOUNDATION	34-1783117
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions 6000 LOMBARDO CENTER, NO. 110	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CLEVELAND, OH 44131	

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

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

- The books are in the care of ▶ DEACONESS COMMUNITY FOUNDATION 7575 NORTHCLIFF AVENUE, SUITE 203 - BROOKLYN, OH 44144

  Telephone No.▶ 216-741-4077 FAX No ▶
- 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 will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ______________ , and ending ______________ .

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

3a	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.	3a	$ 0.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit.	3b	$ 0.
c	**Balance Due.** Subtract line 3b from line 3a 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	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

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.** Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization BRENTWOOD FOUNDATION	Employer identification number 34-1783117
	Number, street, and room or suite no If a P.O box, see instructions. 6000 LOMBARDO CENTER, NO. 110	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CLEVELAND, OH 44131	

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 [X] 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.

- The books are in the care of ▶ DEACONESS COMMUNITY FOUNDATION 7575 NORTHCLIFF AVENUE, SUITE 203 - BROOKLYN, OH 44144

Telephone No. ▶ 216-741-4077 FAX No. ▶

- 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 15, 2010.

5 For calendar year 2009 , 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
CURRENTLY AWAITING MATERIAL INFORMATION NECESSARY FOR A COMPLETE AND ACCURATE 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	8a	$ 0.
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	8b	$ 9,000.
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.	8c	$ 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 ▶ Patrick J Carney Title ▶ CPA Date ▶ 7/13/10

923832
05-26-09