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Form **990-PF**

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning

, 2009, and ending , 20

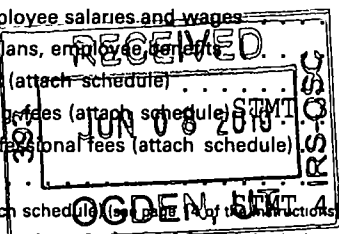
G Check all that apply: Initial return Amended return Initial return of a former public charity Address change Name change Final return

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BRUSH FOUNDATION	T/A 20	A Employer identification number 34-6000445
	Number and street (or P.O. box number if mail is not delivered to street address) KEYBANK, 4900 TIEDEMAN OH-01-49-0150	Room/suite	B Telephone number (see page 10 of the Instructions) (216) 689-7663
	City or town, state, and ZIP code BROOKLYN, OH 44144-2302		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,316,957.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	187,443.	187,443.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-710,679.			
b	Gross sales price for all assets on line 6a	2,898,594.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain			353.	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	3,369.			STMT 2
12	Total. Add lines 1 through 11	-519,867.	187,443.	353.	
13	Compensation of officers, directors, trustees, etc.	17,749.	13,312.		4,437.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,250.	NONE	NONE	2,250.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule)	94.	94.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	22,948.	NONE	NONE	22,948.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)	24,995.			24,995.
24	Total operating and administrative expenses. Add lines 13 through 23	68,036.	13,406.	NONE	54,630.
25	Contributions, gifts, grants paid	280,500.			280,500.
26	Total expenses and disbursements. Add lines 24 and 25	348,536.	13,406.	NONE	335,130.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-868,403.			
b	Net investment income (if negative, enter -0-)		174,037.		
c	Adjusted net income (if negative, enter -0-)			353.	

ENVELOPE POSTMARK DATE JUN 07 2010

SCANNED JUN 14 2010



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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d n/c

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 6	6,878,214.	6,009,811.	6,316,957.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		6,878,214.	6,009,811.	6,316,957.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		6,878,214.	6,009,811.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see page 17 of the instructions)		6,878,214.	6,009,811.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		6,878,214.	6,009,811.		

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	6,878,214.
2	Enter amount from Part I, line 27a	2	-868,403.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,009,811.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,009,811.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-710,679.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

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 page 18 of the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	345,244.	6,724,363.	0.05134226097
2007	392,417.	7,758,744.	0.05057738727
2006	366,957.	7,199,963.	0.05096651191
2005	314,392.	6,697,215.	0.04694369227
2004	290,632.	6,350,731.	0.04576355068
2 Total of line 1, column (d)			2 0.24559340310
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04911868062
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 5,602,510.
5 Multiply line 4 by line 3			5 275,188.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,740.
7 Add lines 5 and 6			7 276,928.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 335,130.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows and 2 columns. Row 1: 1,740. Row 2: 2. Row 3: 1,740. Row 4: NONE. Row 5: 1,740. Row 6: Credits/Payments. Row 7: 2,400. Row 8: 8. Row 9: 9. Row 10: 660. Row 11: 660. Refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows and 3 columns (Yes, No, and an unlabeled column). Row 1a: X. Row 1b: X. Row 1c: X. Row 2: X. Row 3: X. Row 4a: X. Row 4b: X. Row 5: X. Row 6: X. Row 7: X. Row 8b: X. Row 9: X. Row 10: X.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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.brushfoundation.org
14 The books are in care of KEYBANK N A Telephone no. (216) 813-4556
Located at 4900 TIEDEMAN RD OH-01-49-0150, BROOKLYN, OH ZIP + 4 44144-2302
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

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions.) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
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.) 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)? (see page 22 of the instructions) Yes No
 - (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No
- b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here
- c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).
- 6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870.
- 7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b		
6b		X
7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		17,749.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	5,687,827.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,687,827.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,687,827.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	85,317.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,602,510.
6	Minimum investment return. Enter 5% of line 5	6	280,126.

Part XI Distributable Amount (see page 25 of the 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	280,126.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,740.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,740.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	278,386.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	278,386.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	278,386.

Part XII Qualifying Distributions (see page 25 of the 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	335,130.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	335,130.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	1,740.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	333,390.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				278,386.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years: 20 07, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				NONE
b From 2005				NONE
c From 2006				26,325.
d From 2007				NONE
e From 2008				13,808.
f Total of lines 3a through e	40,133.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 335,130.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				278,386.
e Remaining amount distributed out of corpus	56,744.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	96,877.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	96,877.			
10 Analysis of line 9:				
a Excess from 2005				NONE
b Excess from 2006				26,325.
c Excess from 2007				NONE
d Excess from 2008				13,808.
e Excess from 2009				56,744.

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 page 28 of the instructions.)

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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 STATEMENT 9

b The form in which applications should be submitted and information and materials they should include:
SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:
SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE ATTACHED STATEMENT FOR LINE 2

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 <i>Paid during the year</i> SEE STATEMENT 10				
Total ▶ 3a				280,500.
b <i>Approved for future payment</i>				
Total ▶ 3b				

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					2,429.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,426.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-312,777.	
3,302.00		300. ALCOA INC COM PROPERTY TYPE: SECURITIES 10,806.00					03/26/2008 -7,504.00	01/07/2009
4,953.00		450. ALCOA INC COM PROPERTY TYPE: SECURITIES 16,191.00					04/30/2007 -11,238.00	01/07/2009
11,286.00		1100. TIME WARNER INC COM PROPERTY TYPE: SECURITIES 18,821.00					05/09/2006 -7,535.00	01/07/2009
10,260.00		1000. TIME WARNER INC COM PROPERTY TYPE: SECURITIES 16,951.00					04/26/2006 -6,691.00	01/07/2009
24,603.00		300. MONSANTO CO COM PROPERTY TYPE: SECURITIES 34,314.00					03/05/2008 -9,711.00	01/09/2009
		.002 WELLS FARGO CO COM PROPERTY TYPE: SECURITIES					12/30/2003	01/26/2009
24,721.00		650. AON CORP COM PROPERTY TYPE: SECURITIES 22,846.00					12/01/2006 1,875.00	01/28/2009
9,837.00		400. STATE STR CORP COM PROPERTY TYPE: SECURITIES 33,797.00					02/12/2008 -23,960.00	01/29/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,230.00		50. STATE STR CORP COM PROPERTY TYPE: SECURITIES 3,971.00					03/05/2008 -2,741.00	01/29/2009
806.00		150. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 7,657.00					08/31/2007 -6,851.00	02/03/2009
2,685.00		500. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 22,327.00					12/05/2007 -19,642.00	02/03/2009
4,564.00		850. BANK OF AMERICA CORP COM PROPERTY TYPE: SECURITIES 23,212.00					07/18/2008 -18,648.00	02/03/2009
6,377.00		650. SUNTRUST BANKS INC COM PROPERTY TYPE: SECURITIES 22,238.00					07/18/2008 -15,861.00	02/03/2009
4,427.00		400. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 13,848.00					03/19/2007 -9,421.00	02/05/2009
3,102.00		200. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 5,649.00					07/18/2008 -2,547.00	06/25/2009
19,895.00		800. AT&T INC COM PROPERTY TYPE: SECURITIES 30,591.00					12/05/2007 -10,696.00	06/25/2009
7,348.00		100. APACHE CORP COM PROPERTY TYPE: SECURITIES 11,129.00					07/18/2008 -3,781.00	06/25/2009
10,047.00		600. BELDEN INC COM PROPERTY TYPE: SECURITIES 30,106.00					12/07/2007 -20,059.00	06/25/2009
837.00		50. BELDEN INC COM PROPERTY TYPE: SECURITIES 1,814.00					03/26/2008 -977.00	06/25/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
27,770.00		500. BHP BILLITON LTD SPONS ADR PROPERTY TYPE: SECURITIES 32,655.00				03/26/2008	06/25/2009 -4,885.00	
2,777.00		50. BHP BILLITON LTD SPONS ADR PROPERTY TYPE: SECURITIES 2,163.00				02/08/2007	06/25/2009 614.00	
22,512.00		300. BURLINGTON NORTHERN SANTA FE COM PROPERTY TYPE: SECURITIES 28,244.00				03/26/2008	06/25/2009 -5,732.00	
17,288.00		500. CATERPILLAR INC DEL COM PROPERTY TYPE: SECURITIES 38,593.00				03/26/2008	06/25/2009 -21,305.00	
10,039.00		150. CHEVRON CORP COM PROPERTY TYPE: SECURITIES 12,799.00				07/18/2008	06/25/2009 -2,760.00	
16,726.00		400. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES 31,568.00				06/01/2007	06/25/2009 -14,842.00	
14,616.00		350. DEERE & CO COM PROPERTY TYPE: SECURITIES 30,991.00				03/05/2008	06/25/2009 -16,375.00	
4,769.00		350. DELL INC COM PROPERTY TYPE: SECURITIES 7,060.00				03/26/2008	06/25/2009 -2,291.00	
6,812.00		500. DELL INC COM PROPERTY TYPE: SECURITIES 9,646.00				07/21/2006	06/25/2009 -2,834.00	
5,689.00		100. DEVON ENERGY CORP COM PROPERTY TYPE: SECURITIES 5,402.00				06/08/2006	06/25/2009 287.00	
16,095.00		450. GENERAL CABLE CORP COM PROPERTY TYPE: SECURITIES 31,306.00				06/02/2008	06/25/2009 -15,211.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
30,526.00		850. H J HEINZ CO COM PROPERTY TYPE: SECURITIES 42,447.00					06/02/2008	06/25/2009
							-11,921.00	
19,752.00		550. H J HEINZ CO COM PROPERTY TYPE: SECURITIES 25,216.00					03/26/2008	06/25/2009
							-5,464.00	
24,476.00		550. KOHLS CORP COM PROPERTY TYPE: SECURITIES 26,573.00					02/12/2008	06/25/2009
							-2,097.00	
23,430.00		900. KRAFT FOODS INC COM CL A PROPERTY TYPE: SECURITIES 27,711.00					03/26/2008	06/25/2009
							-4,281.00	
8,755.00		250. LILLY ELI & CO COM PROPERTY TYPE: SECURITIES 12,521.00					03/26/2008	06/25/2009
							-3,766.00	
8,755.00		250. LILLY ELI & CO COM PROPERTY TYPE: SECURITIES 11,927.00					06/02/2008	06/25/2009
							-3,172.00	
22,439.00		850. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 31,983.00					07/18/2008	06/25/2009
							-9,544.00	
1,191.00		50. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,477.00					07/11/2007	06/25/2009
							-286.00	
15,483.00		650. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 18,785.00					08/31/2007	06/25/2009
							-3,302.00	
24,139.00		1000. NRG ENERGY INC COM PROPERTY TYPE: SECURITIES 42,140.00					06/02/2008	06/25/2009
							-18,001.00	
15,058.00		450. NATIONAL-OILWELL VARCO INC COM PROPERTY TYPE: SECURITIES 27,784.00					02/12/2008	06/25/2009
							-12,726.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14,910.00		350. NEWMONT MINING CORP COM PROPERTY TYPE: SECURITIES 15,253.00					03/20/2007 -343.00	06/25/2009
17,040.00		400. NEWMONT MINING CORP COM PROPERTY TYPE: SECURITIES 16,936.00					04/30/2007 104.00	06/25/2009
21,389.00		1000. NEXEN INC FGN COM PROPERTY TYPE: SECURITIES 39,514.00					06/02/2008 -18,125.00	06/25/2009
19,425.00		500. NORFOLK SOUTHERN CORP COM PROPERTY TYPE: SECURITIES 27,231.00					03/26/2008 -7,806.00	06/25/2009
6,469.00		300. ORACLE CORP COM PROPERTY TYPE: SECURITIES 6,090.00					08/31/2007 379.00	06/25/2009
8,384.00		200. PARKER HANNIFIN CORP COM PROPERTY TYPE: SECURITIES 13,561.00					03/26/2008 -5,177.00	06/25/2009
22,141.00		1450. PFIZER INC COM PROPERTY TYPE: SECURITIES 9,570.00					12/20/1994 12,571.00	06/25/2009
7,770.00		150. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 11,070.00					12/05/2007 -3,300.00	06/25/2009
12,950.00		250. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 16,345.00					08/31/2007 -3,395.00	06/25/2009
11,222.00		500. TERADATA CORP COM PROPERTY TYPE: SECURITIES 13,433.00					01/07/2008 -2,211.00	06/25/2009
8,781.00		150. 3M CO COM PROPERTY TYPE: SECURITIES 11,438.00					03/19/2007 -2,657.00	06/25/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,700.00		150. XTO ENERGY INC COM PROPERTY TYPE: SECURITIES 8,627.00					02/12/2008	06/25/2009
							-2,927.00	
16,606.00		437. XTO ENERGY INC COM PROPERTY TYPE: SECURITIES 21,709.00					12/05/2007	06/25/2009
							-5,103.00	
146,264.00		1861.5499 CHARITABLE INCOME FUND PROPERTY TYPE: SECURITIES 166,872.00					02/19/1993	06/25/2009
							-20,608.00	
42,650.00		542.816 CHARITABLE INCOME FUND PROPERTY TYPE: SECURITIES 48,638.00					08/20/1993	06/25/2009
							-5,988.00	
179,675.00		2286.789 CHARITABLE INCOME FUND PROPERTY TYPE: SECURITIES 203,901.00					09/25/1998	06/25/2009
							-24,226.00	
148,766.00		1893.399 CHARITABLE INCOME FUND PROPERTY TYPE: SECURITIES 168,727.00					02/05/1993	06/25/2009
							-19,961.00	
4,749.00		60.4461 CHARITABLE INCOME FUND PROPERTY TYPE: SECURITIES 5,328.00					11/30/1995	06/25/2009
							-579.00	
3,122.00		100. COOPER INDUSTRIES LTD FGN COM CL A PROPERTY TYPE: SECURITIES 4,295.00					07/18/2008	06/25/2009
							-1,173.00	
3,663.00		100. COVIDIEN PLC FGN COM PROPERTY TYPE: SECURITIES 4,392.00					03/26/2008	06/25/2009
							-729.00	
10,989.00		300. COVIDIEN PLC FGN COM PROPERTY TYPE: SECURITIES 12,614.00					12/07/2007	06/25/2009
							-1,625.00	
5,494.00		150. COVIDIEN PLC FGN COM PROPERTY TYPE: SECURITIES 6,206.00					08/03/2007	06/25/2009
							-712.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,831.00		50. COVIDIEN PLC FGN COM PROPERTY TYPE: SECURITIES 2,002.00				08/31/2007	06/25/2009 -171.00	
14,558.00		550. TYCO INTERNATIONAL LTD FGN COM PROPERTY TYPE: SECURITIES 22,376.00				02/12/2008	06/25/2009 -7,818.00	
3,578.00		200. ABB LTD SPONS ADR PROPERTY TYPE: SECURITIES 5,649.00				07/18/2008	07/30/2009 -2,071.00	
14,960.00		1100. APPLIED MATERIALS INC COM PROPERTY TYPE: SECURITIES 17,196.00				08/21/2006	07/30/2009 -2,236.00	
13,617.00		200. CHEVRON CORP COM PROPERTY TYPE: SECURITIES 17,065.00				07/18/2008	07/30/2009 -3,448.00	
3,544.00		50. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 4,437.00				11/07/2007	07/30/2009 -893.00	
28,355.00		400. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 34,762.00				08/31/2007	07/30/2009 -6,407.00	
4,800.00		200. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 5,780.00				08/31/2007	07/30/2009 -980.00	
6,000.00		250. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 7,143.00				03/26/2008	07/30/2009 -1,143.00	
5,520.00		230. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 5,613.00				06/10/2003	07/30/2009 -93.00	
17,280.00		720. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 1,738.00				09/01/1993	07/30/2009 15,542.00	

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
3,678.00		150. TERADATA CORP COM PROPERTY TYPE: SECURITIES 4,030.00				01/07/2008 -352.00	07/30/2009
9,809.00		400. TERADATA CORP COM PROPERTY TYPE: SECURITIES 9,326.00				03/26/2008 483.00	07/30/2009
10,519.00		150. 3M CO COM PROPERTY TYPE: SECURITIES 11,438.00				03/19/2007 -919.00	07/30/2009
4,996.00		150. COOPER INDUSTRIES LTD FGN COM CL A PROPERTY TYPE: SECURITIES 6,442.00				07/18/2008 -1,446.00	07/30/2009
14,420.00		800. WEATHERFORD INTERNATIONAL LTD COM PROPERTY TYPE: SECURITIES 28,448.00				03/26/2008 -14,028.00	07/30/2009
40,536.00		1150. COPART INC COM PROPERTY TYPE: SECURITIES 40,947.00				06/25/2009 -411.00	12/10/2009
69,288.00		2100. DIRECTV COM CL A PROPERTY TYPE: SECURITIES 56,739.00				07/18/2008 12,549.00	12/10/2009
14,991.00		300. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 11,409.00				06/25/2009 3,582.00	12/10/2009
12,279.00		150. L-3 COMMUNICATIONS CORPORATION COM PROPERTY TYPE: SECURITIES 10,755.00				12/24/2008 1,524.00	12/10/2009
16,372.00		200. L-3 COMMUNICATIONS CORPORATION COM PROPERTY TYPE: SECURITIES 13,860.00				06/25/2009 2,512.00	12/10/2009
124,472.00		7079.32 CHARITABLE INTL EQUITY FUND PROPERTY TYPE: SECURITIES 159,372.00				10/30/2007 -34,900.00	12/10/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
164,828.00		9374.528					04/30/2007	12/10/2009
		185,989.00					-21,161.00	
324,969.00		18482.529					02/14/2005	12/10/2009
		347,056.00					-22,087.00	
2.00		.087					10/14/1994	12/10/2009
		1.00					1.00	
216,983.00		12340.861					10/07/1994	12/10/2009
		140,415.00					76,568.00	
275,932.00		1920.904					02/14/2005	12/10/2009
		278,260.00					-2,328.00	
245,621.00		1709.889					09/30/1981	12/10/2009
		194,388.00					51,233.00	
193,738.00		1007.862					02/14/2005	12/10/2009
		231,219.00					-37,481.00	
115,336.00		600.					03/27/2009	12/10/2009
		76,392.00					38,944.00	
26,168.00		550.					08/31/2007	12/10/2009
		22,017.00					4,151.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							----- -710,679. =====	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INT COMMON TRUST FUNDS	63,574. 123,869.	63,574. 123,869.
TOTAL	187,443.	187,443.

=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
EXCISE TAX REFUND	3,369.
TOTALS	----- 3,369. =====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,250.			2,250.
TOTALS	2,250.	NONE	NONE	2,250.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	94.	94.
	-----	-----
TOTALS	94.	94.
	=====	=====

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
NEW WEBSITE	84.	
INSURANCE	1,250.	1,250.
STATE FILING FEE	200.	200.
MEMBERSHIP DUES	3,453.	3,453.
OFFICE EXPENSE	20,008.	20,008.
TOTALS	24,995.	24,995.

=====

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		C	6,009,811.	6,316,957.
TOTALS			6,009,811.	6,316,957.

SEE ATTACHED

C

6,009,811.

6,316,957.

TOTALS

6,009,811.

6,316,957.

=====

CHARITABLE TRUSTS HOLDINGS REPORT

REPORT TAC-CRR41
 RUN DATE 2010-01-16
 BUS DATE 2010-01-15
 PAGE 647
 SAR ID TAC000PCRR41

K-RG-OFF-ACCOUNT
 9-24-200-0905480 BRUSH FOUNDATION
 FISCAL YEAR CODE 1231 AS OF 12-31-2009

T/A
 TAX ANALYST/NAME
 565 R C BRIGGS 216-813-4521

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
CTCFI0009	CHARITABLE INCOME FUND	1,432,957.64	0.00	1,523,835.93	17,434.526
H5833N103	NOBLE CORP FGN COM	54,945.00	0.00	43,242.53	1,350.000
H8817H100	TRANSOCEAN LTD FGN COM	59,864.40	0.00	58,894.35	723.000
00206R102	AT&T INC COM	14,015.00	0.00	19,101.72	500.000
002824100	ABBOTT LABS COM	32,594.00	0.00	28,800.00	600.000
00724F101	ADOBE SYS INC COM	36,780.00	0.00	29,793.03	1,000.000
009158106	AIR PRODUCTS & CHEMICALS INC COM	28,371.00	0.00	22,625.51	350.000
023135106	AMAZON COM INC COM	47,082.00	0.00	28,355.50	350.000
037833100	APPLE INC COM	63,219.60	0.00	39,377.92	300.000
054303102	AVON PRODS INC COM	44,100.00	0.00	37,116.94	1,400.000
064058100	BANK OF NEW YORK MELLON CORP COM	40,556.50	0.00	41,762.67	1,450.000
071813109	BAXTER INTERNATIONAL INC COM	23,472.00	0.00	21,020.00	400.000
088606108	BHP BILLITON LTD SPONS ADR	30,632.00	0.00	16,760.93	400.000
12189T104	BURLINGTON NORTHERN SANTA FE COM	29,586.00	0.00	22,891.17	300.000
126650100	CVS/CAREMARK CORP COM	54,757.00	0.00	50,171.83	1,700.000
149123101	CATERPILLAR INC DEL COM	11,398.00	0.00	15,437.14	200.000
165167107	CHESAPEAKE ENERGY CORP COM	36,232.00	0.00	32,305.42	1,400.000
17275R102	CISCO SYS INC COM	69,426.00	0.00	70,319.83	2,900.000

CHARITABLE TRUSTS HOLDINGS REPORT

1-RG-OFF-ACCOUNT
 3-24-200-0905480 BRUSH FOUNDATION
 FISCAL YEAR CODE 1231 AS OF 12-31-2009

T/A
 565 R C BRIGGS
 216-813-4521

TAX ANALYST/NAME
 565 R C BRIGGS
 216-813-4521

REPORT TAC-CRR41
 RUN DATE 2010-01-16
 BUS DATE 2010-01-15
 PAGE 648
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
191216100	COCA COLA CO COH	25,650.00	0.00	20,965.50	450.000
194162103	COLGATE PALMOLIVE CO COH	36,967.50	0.00	32,118.48	450.000
222816100	COVANCE INC COH	43,656.00	0.00	38,691.04	800.000
231021106	CUMMINS INC COH	34,395.00	0.00	34,526.18	750.000
254687106	WALT DISNEY CO COH	45,150.00	0.00	33,150.04	1,400.000
256210105	DODGE & COX INCOME FD OPEN-END FUND MUTUAL FUND	230,878.86	0.00	225,000.00	17,814.727
26875PI01	EOG RESOURCES INC COH	68,110.00	0.00	48,061.51	700.000
278058102	EATON CORP COH	28,629.00	0.00	23,434.38	450.000
302316102	EXXON MOBIL CORP COH	20,457.00	0.00	26,071.20	300.000
372917104	GENZYME CORP GENL DIVISION COH	31,856.50	0.00	36,709.01	650.000
38259P508	GOOGLE INC COH CL A	61,998.00	0.00	41,210.00	100.000
406216101	HALLIBURTON CO COH	21,063.00	0.00	9,817.50	700.000
428236103	HEWLETT PACKARD CO COH	61,812.00	0.00	45,636.00	1,200.000
458140100	INTEL CORP COH	53,040.00	0.00	44,976.47	2,600.000
464287176	ISHARES BARCLAYS TIPS BOND FUND CLOSED-END FUND	248,321.00	0.00	249,221.31	2,390.000
464287465	ISHARES MSCI EAFE INDEX FUND CLOSED-END FUND	829,476.40	0.00	831,277.00	15,005.000
464287499	ISHARES RUSSELL MIDCAP INDEX FD CLOSED-END FUND	518,162.80	0.00	503,404.80	6,280.000

CHARITABLE TRUSTS HOLDINGS REPORT

REG-OFF-ACCOUNT
 1-24-200-0905480 BRUSH FOUNDATION
 FISCAL YEAR CODE 1231 AS OF 12-31-2009

T/A
 565 R C BRIGGS

216-813-4521

REPORT TAC-CRR41
 RUN DATE 2010-01-16
 BUS DATE 2010-01-15
 PAGE 649
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
464287655	ISHARES RUSSELL 2000 INDEX FUND CLOSED-END FUND	623,151.20	0.00	551,348.44	9,980.000
46625H100	JP MORGAN CHASE & CO COH	52,087.50	0.00	47,094.25	1,250.000
478160104	JOHNSON & JOHNSON COH	51,528.00	0.00	49,461.06	800.000
585055106	MEDTRONIC INC COH	48,378.00	0.00	46,671.46	1,100.000
594918104	MICROSOFT CORP COH	26,822.40	0.00	2,124.37	880.000
601073109	MILLIPORE CORP COH	21,705.00	0.00	21,360.99	300.000
61166W101	MONSANTO CO COH	24,525.00	0.00	23,522.10	300.000
655844108	NORFOLK SOUTHERN CORP COH	26,210.00	0.00	27,230.50	500.000
68389X105	ORACLE CORP COH	66,231.00	0.00	33,649.50	2,700.000
701094104	PARKER HANNIFIN CORP COH	18,858.00	0.00	23,732.24	350.000
704549104	PEABODY ENERGY CORP COH	45,210.00	0.00	30,553.00	1,000.000
74144T108	T ROWE PRICE GROUP INC COH	15,975.00	0.00	14,293.20	300.000
747525103	QUALCOMM INC COH	46,260.00	0.00	46,525.00	1,000.000
7495200A1	KT SHORT TERM DEPOSIT FUND	314,322.58	70,585.77	384,908.35	384,908.350
808513105	SCHWAB CHARLES CORP NEW COH	61,165.00	0.00	57,947.50	3,250.000
842587107	SOUTHERN CO COH	29,988.00	0.00	35,074.57	900.000
881624209	TEVA PHARMACEUTICAL INDS LTD SPONS ADR	67,416.00	0.00	57,516.00	1,200.000
883556102	THERMO FISHER SCIENTIFIC INC	50,074.50	0.00	44,496.24	1,050.000

CHARITABLE TRUSTS HOLDINGS REPORT

K-RG-OFF-ACCOUNT
 0-24-200-0905480 BRUSH FOUNDATION
 FISCAL YEAR CODE 1231 AS OF 12-31-2009

T/A
 565 R C BRIGGS

216-813-4521

REPORT TAC-CRR41
 RUN DATE 2010-01-16
 BUS DATE 2010-01-15
 PAGE 650
 SAR ID TAC000PCRR41

CUSIP	ASSET NAME	PRINCIPAL MV	INCOME MV	TAX COST	UNITS
913017109	UNITED TECHNOLOGIES CORP COM	76,351.00	0.00	56,501.88	1,100.000
917047102	URBAN OUTFITTERS INC COM	33,240.50	0.00	20,292.00	950.000
949746101	WELLS FARGO CO COM	36,112.62	0.00	55,854.11	1,338.000
983919101	XILINX INC COM	41,349.00	0.00	33,571.32	1,650.000
*** TOTAL ***					501,603.603

70,585.77

6,009,810.92

STATE(S) WHERE THE FOUNDATION IS REGISTERED

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OH

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

OFFICER NAME:

KEYBANK N A

ADDRESS:

127 PUBLIC SQUARE
CLEVELAND, OH 44114

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 17,749.

OFFICER NAME:

SEE ATTACHED LIST OF BOARD MEMBERS

ADDRESS:

3500 LORAIN AVENUE, STE 400
CLEVELAND, OH 44113

TITLE:

SEE ATTACHED LIST

TOTAL COMPENSATION: 17,749.
=====

**THE BRUSH FOUNDATION
BOARD OF MANAGERS - 2009**

Name	Office	Hours per week
Gita P. Gidwani, MD	President	1.6 (85 annually)
Jacqueline Darroch, PhD	President-elect	1.4 (75 annually)
Ellen Rome, MD, MPH	Treasurer	1.4 (75 annually)
Elizabeth Stites	Secretary	1.4 (75 annually)
Daphne Byers		0.8 (60 annually)
Cindie Carroll-Pankhurst, PhD		1.9 (100 annually)
Stacey Easterling		0.8 (60 annually)
Dan Pellegrom		0.8 (60 annually)
Gordon Weir		0.8 (60 annually)
Barbara Brush Wright		0.8 (60 annually)
<i>Active Emeritus Members:</i>		
Henry W. Foster, Jr., MD		0.3 (16 annually)
Stirling Scruggs		0.3 (16 annually)
Carol A. Miller		0.3 (16 annually)
Lee Minto		0.3 (16 annually)
Virgina Perkins Carter		0.3 (16 annually)

TRUSTEE

Ms. Kathryn Mabin
 Assistant Vice President,
 Keybank N.A.
 Nonprofit Asset Services
 127 Public Square, 16th Floor (01-127-1617)
 Cleveland, OH 44114-1306
 Phone: (216) 689-7663
 FAX: (216) 689-5517
 email: Kathryn_L_Mabin@Key.com

Diane L. Lockard, CFA
 Managing Director
 Keybank N.A.
 (216) 689-5617
 FAX: (216) 689-7083
 e-mail: Diane_L_Lockard@keybank.com

CONTACT INFORMATION FOR ALL BOARD MEMBERS

Brush Foundation
 3500 Lorain Avenue, Ste 400
 Cleveland, OH 44113

 Phone: (216) 334-2209
 FAX: (216) 334-2211
 e-mail: brushfoundation@hotmail.com

=====

RECIPIENT NAME:

THE BRUSH FOUNDATION

ADDRESS:

3500 LORAIN AVENUE, STE 400
CLEVELAND, OH 44113

RECIPIENT'S PHONE NUMBER: 216-334-2209

FORM, INFORMATION AND MATERIALS:

CONTACT THE FOUNDATION FOR FORMAL GUIDELINES

SUBMISSION DEADLINES:

6/30 AND 12/31

RESTRICTIONS OR LIMITATIONS ON AWARDS:

NO GRANTS TO INDIVIDUALS. THE FOUNDATION'S VISION OF A "PREFERRED FUTURE" IS: A FUTURE IN WHICH FAMILY PLANNING WORLD-WIDE IS AVAILABLE, AFFORDABLE, ACCEPTABLE, EFFECTIVE AND SAFE. THE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

BRUSH FOUNDATION'S MISSION IS TO SUPPORT ORGANIZATIONS THAT:

- ADVANCE THE FREEDOM OF REPRODUCTIVE CHOICE
- PROMOTE ACCESS TO AND UTILIZATION OF DIRECT FAMILY PLANNING SERVICES.

RESTRICTIONS OR LIMITATIONS ON AWARDS:

-DISSEMINATE EVIDENCE-BASED INFORMATION ON REPRODUCTIVE HEALTH AND CHOICE.

-SUPPORT EFFECTIVE, ACCURATE AND COMPREHENSIVE ADOLESCENT EDUCATION ON

RESTRICTIONS OR LIMITATIONS ON AWARDS:

REPRODUCTIVE HEALTH AND SEXUALITY.

-WORK TOWARD RESPONSIBLE PUBLIC POLICIES FOR REPRODUCTIVE HEALTH.

BRUSH FOUNDATION

T/A 20

34-6000445

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

SEE ATTACHED

AMOUNT OF GRANT PAID 280,500.

TOTAL GRANTS PAID:

280,500.

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BRUSH FOUNDATION
2009 GRANTS

Recipient Name	Address	City	ST	Zip	Tax Status	Grant Title	Amount	Grant Description	Check Date
Abortion Access Project	47 Thordike Street	Cambridge	MA	02141	501 (C)(3)	APC Initiative	\$10,000	Promote and establish APC's as accepted and qualified direct abortion providers	4/21/2009
Advocates for Youth	2000 M Street, NW, Suite 750	Washington	DC	20036	501 (C)(3)	Ensuring Science-Based Comp Sex Ed For America's Youth	\$15,000	Comprehensive sexuality education advocacy at the local, state and national levels	5/1/2009
Americans for UNFPA	370 Lexington Avenue, Suite 702	New York	NY	10017	501 (C)(3)	I am an American for UNFPA	\$10,000	Engage legislators, activists, funders and coalition partners in support of UNFPA's work	4/21/2009
CASA(San Miguel-CASA, Inc)	940 Saint Nicholas Ave Apt 3E	New York	NY	10032	501 (C)(3)	Midwifery Project	\$20,000	International advocacy efforts for health care reform and the promotion of midwifery	4/21/2009
MEXFAM	120 Wall Street, 9th Floor	New York	NY	10005	501 (C)(3)	Improving access to contraception in Mexico	\$15,000	Engage Congress to increase funding and improve availability of contraception in Mexico	4/21/2009
NFPFRA	1627 K St, NW 12 th Floor	Washington	DC	20006	501 (C)(3)	Leadership transition	\$15,000	Funding to support organizational leadership transition	4/21/2009
Center for Reproductive Rights	120 Wall Street, 14 th Floor	New York	NY	10005	501 (C)(3)	US Legal Program	\$7,500	Expand US Legan Program toolkit	11/20/2009
AGE Africa	54 William Street, #2	Medford	MA	02155	501 (C)(3)	Sexual and Reproductive Health Curriculum and Pilot Program	\$10,000	Develop program curriculum and pilot mentor training program	11/20/2009
Alan Guttmacher Institute	125 Maiden Lane, 7th Floor	New York	NY	10038	501 (C)(3)	Documenting Teen Pregnancy at the State and National Levels	\$25,000	Generate new estimates of teen pregnancy rates and promote findings	11/20/2009
International Women's Health Coalition	333 Seventh Avenue, 6th Floor	New York	NY	10001	501 (C)(3)	Promoting use of PEPFAR funds for Sexual and Reproductive Health	\$25,000	Identify and promote ways to use PEPFAR funds in SRRH	11/20/2009
IMIFAP(The Resource Foundation)	273 West 35th St , Suite 1203	New York	NY	10001	501 (C)(3)	Advocacy on Decriminalization of Abortion	\$25,000	Advocacy and qualitative stude on the impact of the decriminalization of abortion and barriers to reproductive rights	11/20/2009
Maiman School of Public Health, Columbia University	722 West 168th Street, 14th Floor	New York	NY	10032	501 (C)(3)	Brush Foundation Scholarship	\$25,000	Scholarship for two MPH students	7/31/2009
AIDS Task Force of Greater Cleveland	3210 Euclid Avenue	Cleveland	OH	44115	501 (C)(3)	Unrestricted operating support/ Core Grant	\$10,000	Unrestricted operating support/ Core Grant	5/6/2009
Center for Adolescent Health and the Law	310 Kildaire Road, Suite 100	Chapel Hill	NC	27516	501 (C)(3)	Unrestricted operating support/ Core Grant	\$25,000	Unrestricted operating support/ Core Grant	5/7/2009
Pathfinder International	9 Galen Street, Suite 217	Watertown	MA	02472	501 (C)(3)	Unrestricted operating support/ Core Grant	\$25,000	Unrestricted operating support/ Core Grant	6/5/2009
Planned Parenthood of Northeast Ohio	3500 Lorain Avenue, Suite 400	Cleveland	OH	44113	501 (C)(3)	Unrestricted operating support/ Core Grant	\$17,500	Unrestricted operating support/ Core Grant	6/5/2009
Friends of the Dittrick Museum	11000 Euclid Ave	Cleveland	OH	44106	501 (C)(3)	General Support	\$500	General support for contraceptive history exhibit	11/20/2009

Total Awards \$280,500
Core Grants \$77,500
Program Grants \$178,000
Scholarship \$25,000

27.6%
63.5%
8.9%

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury
Internal Revenue Service

► **File a separate application for each return**

- 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 File by the due date for filing your return See instructions	Name of Exempt Organization BRUSH FOUNDATION	T/A	Employer identification number
	20 -242000905480		34-6000445
	Number, street, and room or suite no. If a P O box, see instructions KEYBANK, 4900 TIEDEMAN OH-01-49-0150		
	City, town or post office, state, and ZIP code For a foreign address, see instructions BROOKLYN, OH 44144-2302		

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

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

• The books are in the care of ► KEYBANK N A

Telephone No. ► (216) 813-4556 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 08/16, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- 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	\$	1,741.
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	\$	2,400.
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	\$	

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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.