



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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 _____, 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 THE BRACKTHORN FOUNDATION	A Employer identification number 36-3668992
	C/O ANDREW BRAINERD	B Telephone number 773-549-4926
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 612 W. DEMING PLACE	
	City or town, state, and ZIP code CHICAGO, IL 60614	C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 422,461. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>				
Revenue				
1 Contributions, gifts, grants, etc., received	0.			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	80.	80.	80.	STATEMENT 1
4 Dividends and interest from securities	768.	768.	768.	STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<11,717.>			
b Gross sales price for all assets on line 6a	845,558.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			N/A	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	<10,869.>	848.	848.	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	3,000.	1,800.	0.	0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	2,680.	603.	0.	0.
c Other professional fees				
17 Interest				
18 Taxes STMT 4	25.	0.	0.	0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 5	5,910.	1,710.	0.	0.
24 Total operating and administrative expenses Add lines 13 through 23	11,615.	4,113.	0.	0.
25 Contributions, gifts, grants paid	19,075.			19,075.
26 Total expenses and disbursements. Add lines 24 and 25	30,690.	4,113.	0.	19,075.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	<41,559.>			
b Net investment income (if negative, enter -0-)		0.		
c Adjusted net income (if negative, enter -0-)			848.	

RECEIVED
MAY 17 2010
OGDEN, UT

SCANNED MAY 18 2010

P 14

THE BRACKTHORN FOUNDATION

Form 990-PF (2009)

C/O ANDREW BRAINERD

36-3668992

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	224,920.	29,412.	29,412.
	2 Savings and temporary cash investments	190,935.	28,734.	28,734.
	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 ▶	19,000.		
	Less: allowance for doubtful accounts ▶	19,000.	19,000.	19,000.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 6	0.	316,150.	345,315.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	434,855.	393,296.	422,461.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26 and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	434,855.	393,296.		
30 Total net assets or fund balances	434,855.	393,296.		
31 Total liabilities and net assets/fund balances	434,855.	393,296.		

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	434,855.
2 Enter amount from Part I, line 27a	2	<41,559.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	393,296.
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	393,296.

Form 990-PF (2009)

923511 02-02-10

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 TD AMERITRADE (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
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 845,558.		857,275.	<11,717.>
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<11,717.>
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<11,717.>
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	<11,717.>

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	30,125.	462,484.	.065137
2007	33,080.	538,715.	.061405
2006	47,550.	814,339.	.058391
2005	75,750.	548,727.	.138047
2004	25,695.	421,777.	.060921

2 Total of line 1, column (d)	2	.383901
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	.076780
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	383,106.
5 Multiply line 4 by line 3	5	29,415.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	29,415.
8 Enter qualifying distributions from Part XII, line 4	8	19,075.

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.

THE BRACKTHORN FOUNDATION

Form 990-PF (2009)

C/O ANDREW BRAINERD

36-3668992

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
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	0.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	155.
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	155.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	155.
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 155. Refunded <input type="checkbox"/>	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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>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.</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV.</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

N/A

Form 990-PF (2009)

THE BRACKTHORN FOUNDATION

Form 990-PF (2009)

C/O ANDREW BRAINERD

36-3668992

Page 5

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 instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ ANDREW BRAINERD Telephone no ▶ 773-549-4926 Located at ▶ 612 WEST DEMING PLACE CHICAGO, ILLINOIS ZIP+4 ▶ 60614			
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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

Form 990-PF (2009)

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)? Yes No
Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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

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
JEAN W. BRAINERD 910 WILLOW ROAD WINNETKA, IL 60091	PRESIDENT, DIRECTOR 1.00	3,000.	0.	0.
STUART W. BRAINERD 1023 W. OAKDALE AV CHICAGO, IL 60657	SECRETARY, DIRECTOR 1.00	0.	0.	0.
ANDREW W. BRAINERD 612 W. DEMING PLACE CHICAGO, IL 60614	TREASURER, DIRECTOR 1.00	0.	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 X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	109,100.
b	Average of monthly cash balances	1b	279,840.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	388,940.
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	388,940.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	5,834.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	383,106.
6	Minimum investment return. Enter 5% of line 5	6	19,155.

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	19,155.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	19,155.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	19,155.
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	19,155.

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	19,075.
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	19,075.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	19,075.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				19,155.
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	6,888.			
b From 2005	52,392.			
c From 2006	10,483.			
d From 2007	6,287.			
e From 2008	7,153.			
f Total of lines 3a through e	83,203.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$	19,075.			
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				19,075.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	80.			80.
6 Enter the net total of each column as indicated below:	83,123.			
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5				
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	6,808.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	76,315.			
10 Analysis of line 9				
a Excess from 2005	52,392.			
b Excess from 2006	10,483.			
c Excess from 2007	6,287.			
d Excess from 2008	7,153.			
e Excess from 2009				

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				(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					
3 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))

SEE STATEMENT 7

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

ANDREW W. BRAINERD

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
 ANDREW BRAINERD, 612 DEMING PLACE, CHICAGO, IL 60614 773-549-4926

b The form in which applications should be submitted and information and materials they should include
 NO RESTRICTIONS AS TO 2B, 2C, AND 2D

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
<p>a Paid during the year SEE ATTACHED</p>	NONE			19,075.
Total				▶ 3a 19,075.
<p>b Approved for future payment</p> <p>NONE</p>				
Total				▶ 3b 0.

Short-Term Gains & Losses Report

Tax Year: 2009

Tax Payer Name: THE BRACKTHORN FOUNDATION

EIN: 36-3668992

Tradelog Filename: 2009 DECEMBER 2009

Date Run: 5/3/2010

Filter: ((O/C <> W))

Page: 1 of 3

(a) Desc of Property (Example: 100 sh. XYZ Co.)	(b) Date acq (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price	(e) Cost or other basis	(f) GAIN or (LOSS) Subtract (e) from (d)
1) 50 (L) ABT	2/5/2009	2/18/2009	\$2,752 57	\$2,784 95	(\$32 38)
2) 50 (L) ABT	2/6/2009	2/18/2009	\$2,752 56	\$2,801 43	(\$48 87)
3) 50 (L) ABT	2/6/2009	2/18/2009	\$2,753 05	\$2,801 42	(\$48 37)
4) 50 (L) ABT	2/6/2009	2/18/2009	\$2,753 06	\$2,831 92	(\$78 86)
5) 100 (L) ABT	2/9/2009	2/18/2009	\$5,506 11	\$5,691 83	(\$185 72)
6) 100 (L) ABT	10/19/2009	11/6/2009	\$5,028 99	\$5,135 85	(\$106 86)
7) 100 (L) ABT	10/21/2009	11/6/2009	\$5,029 00	\$5,178 94	(\$149 94)
8) 100 (L) ABT	10/21/2009	11/27/2009	\$5,333 90	\$5,174 85	\$159 05
9) 100 (L) ABT	10/28/2009	11/27/2009	\$5,333 89	\$5,118 88	\$215 01
10) 100 (L) ABT	10/28/2009	11/27/2009	\$5,332 97	\$5,118 87	\$214 10
11) 100 (L) ABT	11/3/2009	11/27/2009	\$5,332 97	\$5,060 85	\$272 12
12) 100 (L) ABT	11/13/2009	11/27/2009	\$5,332 97	\$5,248 85	\$84 12
13) 200 (L) ABT	11/16/2009	11/27/2009	\$10,665 95	\$10,551 75	\$114 20
14) 100 (L) ABT	11/16/2009	11/27/2009	\$5,298 97	\$5,326 95	(\$27 98)
15) 100 (L) ABT	11/16/2009	11/27/2009	\$5,298 97	\$5,315 99	(\$17 02)
16) 100 (L) ABT	11/18/2009	11/27/2009	\$5,298 97	\$5,333 85	(\$34 88)
17) 100 (L) ABT	11/19/2009	11/27/2009	\$5,298 98	\$5,363 85	(\$64 87)
18) 100 (L) ABT	11/25/2009	11/27/2009	\$5,298 97	\$5,377 85	(\$78 88)
19) 1000 (L) CAS	2/10/2009	2/18/2009	\$9,589 99	\$10,069 95	(\$479 96)
20) 319 (L) CAS	2/10/2009	2/18/2009	\$3,056 02	\$3,219 09	(\$163 07)
21) 681 (L) CAS	2/11/2009	2/18/2009	\$6,523 97	\$7,463 04	(\$939 07)
22) 319 (L) CAS	2/11/2009	2/18/2009	\$3,072 01	\$3,495 91	(\$423 90)
23) 181 (L) CAS	2/12/2009	2/18/2009	\$1,743 06	\$1,956 60	(\$213 54)
24) 712 (L) CAS	2/12/2009	2/20/2009	\$6,590 25	\$7,696 69	(\$1,106 44)
25) 107 (L) CAS	2/12/2009	2/20/2009	\$994 03	\$1,156 66	(\$162 63)
26) 181 (L) CAS	2/12/2009	2/20/2009	\$1,681 50	\$2,039 85	(\$358 35)
27) 319 (L) CAS	2/12/2009	2/23/2009	\$2,845 51	\$3,595 10	(\$749 59)
28) 181 (L) CAS	2/13/2009	2/23/2009	\$1,614 54	\$1,830 81	(\$216 27)
29) 400 (L) CAS	2/19/2009	2/23/2009	\$3,568 03	\$3,961 95	(\$393 92)
30) 100 (L) CAS	2/19/2009	2/23/2009	\$892 01	\$988 99	(\$96 98)
31) 300 (L) CAS	3/23/2009	4/2/2009	\$2,501 06	\$2,675 97	(\$174 91)
32) 200 (L) CAS	3/23/2009	4/2/2009	\$1,663 99	\$1,783 98	(\$119 99)
33) 100 (L) CAS	3/27/2009	4/3/2009	\$867 01	\$914 95	(\$47 94)
34) 400 (L) CAS	3/30/2009	4/3/2009	\$3,468 06	\$3,793 91	(\$325 85)
35) 100 (L) EXC	7/24/2009	7/30/2009	\$5,217 92	\$5,299 97	(\$82 05)
36) 100 (L) EXC	7/24/2009	8/4/2009	\$5,210 92	\$5,299 96	(\$89 04)
37) 100 (L) FCX	7/30/2009	8/20/2009	\$5,966 88	\$5,993 94	(\$27 06)
38) 100 (L) FCX	8/4/2009	8/20/2009	\$5,966 88	\$5,841 94	\$124 94
39) 200 (L) FCX	8/13/2009	8/20/2009	\$11,929 74	\$12,419 93	(\$490 19)
40) 100 (L) FLR	7/14/2009	8/20/2009	\$5,158 91	\$4,779 98	\$378 93
41) 100 (L) FLR	7/14/2009	9/25/2009	\$5,504 98	\$4,779 97	\$725 01
42) 100 (L) FLR	7/30/2009	9/25/2009	\$5,504 98	\$5,423 85	\$81 13
43) 100 (L) FLR	8/12/2009	9/25/2009	\$5,502 98	\$5,716 85	(\$213 87)
44) 100 (L) FLR	8/12/2009	9/25/2009	\$5,502 98	\$5,823 95	(\$320 97)
45) 500 (L) GE	5/29/2009	6/22/2009	\$6,154 94	\$6,704 93	(\$549 99)
46) 500 (L) GE	5/29/2009	6/23/2009	\$5,939 92	\$6,704 92	(\$765 00)
47) 500 (L) GE	6/4/2009	6/23/2009	\$5,939 92	\$6,929 93	(\$990 01)
48) 500 (L) GE	6/4/2009	6/23/2009	\$5,929 94	\$6,929 92	(\$999 98)
49) 500 (L) GE	9/24/2009	10/21/2009	\$7,994 86	\$8,204 90	(\$210 04)

Short-Term Gains & Losses Report

Tax Year: 2009

Tax Payer Name: THE BRACKTHORN FOUNDATION

EIN: 36-3668992

Tradelog Filename: 2009 DECEMBER 2009

Date Run: 5/3/2010

Filter: ((O/C <> W))

Page: 2 of 3

(a) Desc of Property (Example: 100 sh. XYZ Co.)	(b) Date acq (Mo., day, yr.)	(c) Date sold (Mo., day, yr.)	(d) Sales price	(e) Cost or other basis	(f) GAIN or (LOSS) Subtract (e) from (d)
50) 500 (L) GE	9/24/2009	10/21/2009	\$7,994 87	\$8,219 90	(\$225 03)
51) 1000 (L) GE	9/25/2009	10/26/2009	\$15,759 74	\$17,089 85	(\$1,330 11)
52) 50 (L) GLD	10/15/2009	11/27/2009	\$5,730 71	\$5,143 45	\$587 26
53) 50 (L) GLD	10/16/2009	11/27/2009	\$5,730 71	\$5,191 92	\$538 79
54) 20 (L) GLD	10/16/2009	11/27/2009	\$2,292 28	\$2,091 38	\$200 90
55) 30 (L) GLD	10/16/2009	11/27/2009	\$3,438 83	\$3,137 07	\$301 76
56) 50 (L) GLD	11/6/2009	11/27/2009	\$5,731 38	\$5,295 94	\$435 44
57) 20 (L) GLD	11/9/2009	11/27/2009	\$2,292 55	\$2,145 77	\$146 78
58) 30 (L) GLD	11/9/2009	11/27/2009	\$3,431 79	\$3,218 66	\$213 13
59) 50 (L) GLD	11/9/2009	11/27/2009	\$5,719 64	\$5,367 42	\$352 22
60) 100 (L) GLD	11/18/2009	12/10/2009	\$11,207 77	\$10,962 94	\$244 83
61) 100 (L) GLD	11/19/2009	12/16/2009	\$10,947 01	\$11,179 94	(\$232 93)
62) 100 (L) GLD	11/30/2009	12/23/2009	\$10,754 77	\$11,428 94	(\$674 17)
63) 100 (L) GLD	12/4/2009	12/28/2009	\$10,650 87	\$11,754 85	(\$1,103 98)
64) 30 (L) GOOG	7/30/2009	11/5/2009	\$15,915 53	\$13,322 45	\$2,593 08
65) 20 (L) GOOG	8/13/2009	11/5/2009	\$10,610 36	\$9,124 95	\$1,485 41
66) 20 (L) GOOG	8/20/2009	11/5/2009	\$10,589 74	\$9,301 53	\$1,288 21
67) 30 (L) GOOG	8/28/2009	11/5/2009	\$15,884 62	\$14,157 05	\$1,727 57
68) 20 (L) GOOG	9/8/2009	11/5/2009	\$10,567 40	\$9,087 51	\$1,479 89
69) 26 (L) GOOG	9/15/2009	11/5/2009	\$13,737 62	\$12,228 10	\$1,509 52
70) 4 (L) GOOG	9/15/2009	11/5/2009	\$2,115 90	\$1,881 25	\$234 65
71) 100 (L) GS	7/20/2009	8/13/2009	\$16,024 63	\$15,346 95	\$677 68
72) 50 (L) GS	10/16/2009	10/27/2009	\$9,063 30	\$9,321 95	(\$258 65)
73) 50 (L) GS	10/19/2009	10/27/2009	\$9,063 29	\$9,608 95	(\$545 66)
74) 50 (L) GS	10/21/2009	10/27/2009	\$9,083 86	\$9,219 40	(\$135 54)
75) 500 (L) JCI	5/29/2009	6/22/2009	\$10,085 29	\$9,699 90	\$385 39
76) 500 (L) JCI	5/29/2009	6/23/2009	\$10,135 03	\$9,704 45	\$430 58
77) 500 (L) JCI	6/4/2009	6/26/2009	\$9,744 79	\$10,624 48	(\$879 69)
78) 500 (L) JCI	6/4/2009	6/26/2009	\$9,790 29	\$10,624 47	(\$834 18)
79) 500 (L) JCI	7/8/2009	7/14/2009	\$10,014 84	\$10,454 98	(\$440 14)
80) 500 (L) JCI	7/8/2009	7/14/2009	\$10,004 84	\$10,454 97	(\$450 13)
81) 200 (L) JCI	7/8/2009	8/20/2009	\$4,896 12	\$4,195 78	\$700 34
82) 200 (L) JCI	7/8/2009	9/8/2009	\$4,786 12	\$4,195 78	\$590 34
83) 300 (L) NOV	5/7/2009	5/18/2009	\$10,037 09	\$9,801 65	\$235 44
84) 200 (L) NOV	5/11/2009	5/19/2009	\$6,594 36	\$6,836 43	(\$242 07)
85) 100 (L) NOV	5/11/2009	5/19/2009	\$3,272 72	\$3,418 22	(\$145 50)
86) 200 (L) NOV	5/11/2009	5/19/2009	\$6,545 43	\$6,909 75	(\$364 32)
87) 200 (L) NOV	5/11/2009	5/19/2009	\$6,537 39	\$6,997 75	(\$460 36)
88) 100 (L) NOV	5/13/2009	5/19/2009	\$3,268 70	\$3,623 49	(\$354 79)
89) 300 (L) NOV	5/13/2009	5/19/2009	\$10,032 53	\$10,870 46	(\$837 93)
90) 100 (L) NOV	5/14/2009	5/19/2009	\$3,344 17	\$3,525 94	(\$181 77)
91) 400 (L) ORCL	7/30/2009	8/11/2009	\$8,505 87	\$8,745 91	(\$240 04)
92) 100 (L) OXY	10/16/2009	12/7/2009	\$8,066 92	\$8,012 94	\$53 98
93) 100 (L) OXY	11/3/2009	12/7/2009	\$8,082 81	\$8,000 95	\$81 86
94) 100 (L) OXY	11/9/2009	12/7/2009	\$8,082 82	\$8,141 95	(\$59 13)
95) 100 (L) RIG	5/11/2009	5/19/2009	\$7,075 94	\$7,573 85	(\$497 91)
96) 100 (L) RIG	5/13/2009	5/19/2009	\$7,075 94	\$7,570 85	(\$494 91)
97) 100 (L) RIG	7/30/2009	8/4/2009	\$7,910 09	\$8,186 94	(\$276 85)
98) 200 (L) WMT	3/10/2009	4/15/2009	\$10,031 75	\$9,841 95	\$189 80

Short-Term Gains & Losses Report

Tax Year: 2009

Tax Payer Name: THE BRACKTHORN FOUNDATION

EIN: 36-3668992

Tradelog Filename: 2009 DECEMBER 2009

Date Run: 5/3/2010

Filter: ((O/C <> W))

Page: 3 of 3

(a) Desc of Property (Example: 100 sh. XYZ Co.)	(b) Date acq (Mo., day, yr.)	(c) Date sold (Mo , day, yr.)	(d) Sales price	(e) Cost or other basis	(f) GAIN or (LOSS) Subtract (e) from (d)
99) 300 (L) WMT	3/23/2009	4/15/2009	\$15,047 63	\$14,889 95	\$157 68
100) 500 (L) WMT	3/27/2009	4/15/2009	\$25,079 38	\$25,724 95	(\$645 57)
101) 500 (L) WMT	3/30/2009	4/15/2009	\$25,064 88	\$25,879 45	(\$814 57)
102) 500 (L) WMT	3/31/2009	4/15/2009	\$25,064 88	\$26,289 45	(\$1,224 57)
103) 250 (L) WMT	3/31/2009	4/15/2009	\$12,589 94	\$13,122 30	(\$532 36)
104) 250 (L) WMT	3/31/2009	4/15/2009	\$12,589 94	\$13,162 45	(\$572 51)
105) 500 (L) WMT	4/1/2009	4/15/2009	\$25,179 87	\$26,359 90	(\$1,180 03)
106) 500 (L) WMT	4/7/2009	4/16/2009	\$25,809 38	\$26,609 95	(\$800 57)
107) 500 (L) WMT	4/9/2009	4/17/2009	\$25,424 39	\$26,799 95	(\$1,375 56)
108) 100 (L) XOM	1/27/2009	2/18/2009	\$7,292 10	\$7,914 95	(\$622 85)
109) 50 (L) XOM	1/27/2009	2/18/2009	\$3,653 55	\$3,962 45	(\$308 90)
TOTALS:			\$845,557.60	\$857,274.98	(\$11,717.38)

TOTAL WASH SALES DEFERRED TO NEXT TAX YEAR: **None**

THE BRÄCKTHORN FOUNDATION
612 WEST DEMING PLACE
CHICAGO, ILLINOIS 60614

FEIN # 36-3668992

Form 990 PF - Page 11 Part XV - Line 3a) Grants and Contributions Paid

Recipient	Address	Relationship N/A	(b) Foundation Status	(a) Purpose of Grant/Contribution	Amount
ADVOCATE CHARITABLE FOUNDATION	PARK RIDGE, IL				1,000 00
AMERICANS UNITED FOR CHURCH AND STATE	BALTIMORE, MD				1,000 00
ANIMAL ASSISTANCE FUND	CHICAGO, IL				200 00
ART INSTITUTE OF CHICAGO	CHICAGO, IL				100 00
CATHOLICS FOR FREE CHOICE	CHICAGO, IL				250 00
CENTER FOR REPRODUCTIVE RIGHTS	NEW YORK, NY				2,000 00
CHICAGO CRIME COMMISSION	CHICAGO, IL				1,000 00
CHICAGO CULTURAL MILE ASSOCIATION	CHICAGO, IL				250 00
COALITION TO SALUTE AMERICAN HEROES	WASHINGTON D C				175 00
COLLEGE ART ASSOCIATION	NEW YORK, NY				500 00
ILLINOIS TAXPAYERS EDUCATION FOUNDATION	CHICAGO, IL				1,000 00
INFORMATION CLEARING HOUSE INFO	WASHINGTON D C				500 00
LINCOLN PARK COMMUNITY SHELTER	CHICAGO, IL				500 00
NARAL FOUNDATION	WASHINGTON D C				2,000 00
PLANNED PARENTHOOD	CHICAGO, IL				2,000 00
PUBLIC CITIZEN	WASHINGTON D C				1,500 00
SMILE TRAIN	NEW YORK, NY				1,000 00
VANDERCOOK COLLEGE	CHICAGO, IL				2,000 00
WEDGEWOOD SOCIETY	CHICAGO, IL				100 00
WTTW CHICAGO	CHICAGO, IL				1,500 00
YOUNG WOMENS LEADERSHIP CHARTER SCHOOL	CHICAGO, IL				500 00
					<u>19,075.00</u>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JP MORGAN CHASE	79.
TD AMERITRADE NOMINEE	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	80.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
TD AMERITRADE NOMINEE	768.	0.	768.
TOTAL TO FM 990-PF, PART I, LN 4	768.	0.	768.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	2,680.	603.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,680.	603.	0.	0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FRANCHISE TAXES	25.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	25.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	642.	642.	0.	0.
BANK CHARGES	163.	163.	0.	0.
OFFICE EXPENSE	5,000.	800.	0.	0.
MISCELLANEOUS EXPENSE	105.	105.	0.	0.
TO FORM 990-PF, PG 1, LN 23	5,910.	1,710.	0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	316,150.	345,315.
TOTAL TO FORM 990-PF, PART II, LINE 10B	316,150.	345,315.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 7

NAME OF MANAGER
 STUART W. BRAINERD
 ANDREW W. BRAINERD