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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 BRINSON FOUNDATION		A Employer identification number 68-0656415
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 737 NORTH MICHIGAN AVENUE 1850		B Telephone number (312) 799-4500
	City or town, state, and ZIP code CHICAGO, IL 60611		C If exemption application is pending, check here ☐
			D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 90,849,435.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,212.		N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	369.	369.		STATEMENT 1
	4 Dividends and interest from securities	2,341,478.	2,341,478.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<9,436,552.>			
	b Gross sales price for all assets on line 6a	12,682,616.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	927,584.	946,520.		STATEMENT 3	
12 Total. Add lines 1 through 11	<6,164,909.>	3,288,367.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	223,250.	13,330.		209,920.
	14 Other employee salaries and wages	209,409.	0.		209,409.
	15 Pension plans, employee benefits	115,709.	0.		115,709.
	16a Legal fees STMT 4	8,750.	0.		8,750.
	b Accounting fees STMT 5	27,500.	0.		27,500.
	c Other professional fees STMT 6	292,239.	261,739.		30,500.
	17 Interest				
	18 Taxes STMT 7	70,280.	68,780.		0.
	19 Depreciation and depletion	8,499.	0.		
	20 Occupancy	47,609.	0.		47,609.
	21 Travel, conferences, and meetings	19,533.	0.		19,533.
	22 Printing and publications	14,924.	0.		14,924.
	23 Other expenses STMT 8	344,191.	273,900.		69,995.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,381,893.	617,749.		753,849.
	25 Contributions, gifts, grants paid	3,357,000.			3,357,000.
26 Total expenses and disbursements. Add lines 24 and 25	4,738,893.	617,749.		4,110,849.	
27 Subtract line 26 from line 12	<10903802.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		2,670,618.			
c Adjusted net income (if negative, enter -0-)			N/A		

15 614

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			301.	300.	300.
	2 Savings and temporary cash investments			2,875,281.	9,232,234.	9,232,234.
	3 Accounts receivable ▶	2,049.				
	Less: allowance for doubtful accounts ▶			75,508.	2,049.	2,049.
	4 Pledges receivable ▶					
	Less: allowance for doubtful accounts ▶					
	5 Grants receivable					
	6 Receivables due from officers, directors, trustees, and other disqualified persons					
	7 Other notes and loans receivable ▶					
	Less: allowance for doubtful accounts ▶					
	8 Inventories for sale or use					
	9 Prepaid expenses and deferred charges					
	10a Investments - U.S. and state government obligations STMT 9			12,421,243.	6,863,275.	7,536,449.
	b Investments - corporate stock STMT 10			15,625,137.	13,039,112.	15,617,904.
	c Investments - corporate bonds STMT 11			627,824.	1,284,824.	1,372,965.
Liabilities	11 Investments - land, buildings, and equipment basis ▶	358,870.				
	Less: accumulated depreciation ▶	193,035.		174,214.	165,835.	165,835.
	12 Investments - mortgage loans					
	13 Investments - other STMT 12			63,926,678.	54,236,884.	56,921,699.
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶					
Net Assets or Fund Balances	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			95,726,186.	84,824,513.	90,849,435.
	17 Accounts payable and accrued expenses			979.	3,108.	
	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)			979.	3,108.	
	Foundations that follow SFAS 117, check here ☐ 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.					
	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			95,725,207.	84,821,405.	
	30 Total net assets or fund balances			95,725,207.	84,821,405.	
	31 Total liabilities and net assets/fund balances			95,726,186.	84,824,513.	

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	95,725,207.
2 Enter amount from Part I, line 27a	2	<10,903,802.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	84,821,405.
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	84,821,405.

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			
b SEE ATTACHED STATEMENTS			
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 12,682,616.		12,033,983.	<9,436,552.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			<9,436,552.>

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 <9,436,552.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }	3 N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	5,314,911.	96,181,926.	.055259
2007	5,462,613.	110,247,875.	.049548
2006	4,923,569.	102,581,279.	.047997
2005	4,664,557.	95,840,865.	.048670
2004	3,087,388.	89,573,851.	.034468

2 Total of line 1, column (d)	2 .235942
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 .047188
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4 80,322,373.
5 Multiply line 4 by line 3	5 3,790,252.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 26,706.
7 Add lines 5 and 6	7 3,816,958.
8 Enter qualifying distributions from Part XII, line 4	8 4,110,969.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	26,706.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	26,706.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	26,706.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 40,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 9,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	49,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	22,294.	
11 Enter the amount of line 10 to be credited to 2010 estimated tax	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)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>IL</u>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► WWW.BRINSONFOUNDATION.ORG

14 The books are in care of ► KATHERINE L. SMITH Telephone no ► (312) 799-4304
 Located at ► 737 NORTH MICHIGAN AVENUE, STE 1810, CHICAGO, IL ZIP+4 ► 60611

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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here		X
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?		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	
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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

6b

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
		223,250.	32,934.	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
JAMES BARNES * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	SENIOR PROGRAM OFFICER 37.00	81,981.	32,584.	0.
JULIANNE WALTHER * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	SENIOR PROGRAM OFFICER 40.00	68,500.	38,870.	0.
CHERYL A. HEADS * - 737 N. MICHIGAN AVE, SUITE 1850, CHICAGO, IL 60611	GRANTS MANAGER 40.00	58,928.	11,321.	0.

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

0

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* COMPENSATION PROVIDED TO THE SENIOR PROGRAM OFFICERS AND GRANTS MANAGER WAS PAID THROUGH ADMINISTAFF, AN UNRELATED MANAGEMENT SERVICES CO.

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UBS GLOBAL ASSET MANAGEMENT 1 N. WACKER DRIVE, CHICAGO, IL	INVESTMENT MANAGEMENT FEES	99,955.
GP BRINSON INVESTMENTS - 737 N. MICHIGAN AVE, SUITE 1810, CHICAGO, IL 60611	INVESTMENT & FINANCIAL SERVICES	94,837.
STAIRWAY PARTNERS, LLC 2215 YORK ROAD, SUITE 515, CHICAGO, IL 60523	INVESTMENT & FINANCIAL SERVICES	56,750.

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

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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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	81,524,282.
b	Average of monthly cash balances	1b	21,274.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	81,545,556.
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	81,545,556.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,223,183.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	80,322,373.
6	Minimum investment return. Enter 5% of line 5	6	4,016,119.

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	4,016,119.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	26,706.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,706.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,989,413.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,989,413.
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	3,989,413.

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	4,110,849.
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	120.
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	4,110,969.
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	26,706.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,084,263.

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				3,989,413.
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				
b From 2005				
c From 2006				
d From 2007				
e From 2008	788.			
f Total of lines 3a through e	788.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 4,110,969.				
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				3,989,413.
e Remaining amount distributed out of corpus	121,556.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	122,344.			
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	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	122,344.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	788.			
e Excess from 2009	121,556.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income**

[illegible]Form **990-PF** (2009)

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)				
a <i>Paid during the year</i> SEE STATEMENT 14	N/A	SEE STATEMENT 14	SEE STATEMENT 14	3357000.
Total			▶ 3a	3357000.
b <i>Approved for future payment</i> SEE STATEMENT 15	N/A	SEE STATEMENT 15	SEE STATEMENT 15	933,000.
Total			▶ 3b	933,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	369.		
4 Dividends and interest from securities			14	2,341,478.		
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income	900003	<23,061.>	14	946,520.		
8 Gain or (loss) from sales of assets other than inventory			18	<9,436,552.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a REFUND OF EXCISE TAX			01	4,125.		
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)		<23,061.>		<6,144,060.>		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	<6,167,121.>

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

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

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee: [Signature] Date: 11/12/10 Title: President

Paid Preparer's Use Only	Preparer's signature: <u>[Signature]</u>	Date: <u>11/11/10</u>	Check if self-employed: ☐	Preparer's identifying number: _____
	Firm's name (or yours if self-employed), address, and ZIP code: <u>DELOITTE TAX LLP</u> <u>111 S. WACKER DRIVE</u> <u>CHICAGO, IL 60606-4301</u>		EIN: _____	Phone no: <u>(312) 486-1000</u>

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

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

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

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE BRINSON FOUNDATION	68-0656415
	Number, street, and room or suite no. If a P.O. box, see instructions. 737 NORTH MICHIGAN AVENUE, NO. 1850	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60611	

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

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

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

KATHERINE L. SMITH

- The books are in the care of ☒ 737 NORTH MICHIGAN AVENUE, STE 1810 - CHICAGO, IL 60611

Telephone No. ☒ (312) 799-4304

FAX No. ☐

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

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009, or other tax year beginning _____, and ending _____.

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

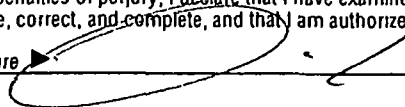
7 State in detail why you need the extension

TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	49,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	49,000.
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

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

Signature 

Title ☒ Tax Preparer

Date ☒ 8/11/10

Application for Extension of Time to File an
Exempt Organization Return

OMB No. 1545-1709

► 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 ☒
- 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	Employer identification number
	THE BRINSON FOUNDATION	68-0656415
	Number, street, and room or suite no. If a P.O. box, see instructions. 737 NORTH MICHIGAN AVENUE, NO. 1850	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60611	

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

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

KATHERINE L. SMITH

- The books are in the care of ► 737 NORTH MICHIGAN AVENUE, STE 1810 - CHICAGO, IL 60611
Telephone No. ► (312) 799-4304 FAX No. ►

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

- 1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ 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	\$	49,000.
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	\$	40,000.
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	\$	9,000.

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.

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

Form 8868 (Rev. 4-2009)

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 GAIN ON DISPOSITION OF UBS RELATIONSHIP FUNDS		P	VARIOUS	VARIOUS
b 43,373 SHS VANGUARD MKTS ETF - ST		P	VARIOUS	VARIOUS
c 154,467.77 SHS MFO VANGUARD BOND INDEX FUND - ST		P	VARIOUS	VARIOUS
d 48,000 SHS MFC ISHARES TR S&P GLOBAL 100 INDX FD		P	11/21/08	04/30/09
e 8,340 SHS MFC ISHARES TR MSCI EAFE INDX FD - ST		P	09/30/08	VARIOUS
f 8,000 SHS MFC ISHARES TR S&P GLOBAL 100 INDX FD		P	07/19/02	04/30/09
g 15,916.18 SHS MFO VANGUARD EMERGING MKTS STOCK ID		P	06/06/03	05/22/09
h 130,447.02 SHS MFO VANGUARD BOND INDEX FUND		P	05/23/07	08/06/09
i 8,300 SHS ISHARES JP MORGAN EM BOND FUND		P	04/30/09	09/23/09
j 277,316.09 SHS VANGUARD TOTAL BOND MKT FUND INDX		P	10/31/08	11/11/09
k 5,321.32 SHS VANGUARD TOTAL BOND MKT FUND INDEX		P	11/02/09	11/11/09
l UBS OPP. EMERGING MRKTS DEBT RELATIONSHIP FD - ST				
m UBS OPP. EMERGING MRKTS DEBT RELATIONSHIP FD - LT				
n UBS GLOBAL SECURITIES RELATIONSHIP FUND - ST				
o UBS GLOBAL SECURITIES RELATIONSHIP FUND - LT				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,648,386.		1,461,822.	186,564.
b 1,017,677.		1,119,132.	<101,455.>
c 1,556,416.		1,572,674.	<16,258.>
d 2,213,963.		2,048,896.	165,067.
e 434,504.		461,200.	<26,696.>
f 368,994.		356,383.	12,611.
g 310,383.		137,407.	172,976.
h 1,331,864.		1,318,177.	13,687.
i 846,868.		759,243.	87,625.
j 2,897,953.		2,746,350.	151,603.
k 55,608.		52,699.	2,909.
l			1,066.
m			<278,001.>
n			995,097.
o			<10,829,541.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			186,564.
b			<101,455.>
c			<16,258.>
d			165,067.
e			<26,696.>
f			12,611.
g			172,976.
h			13,687.
i			87,625.
j			151,603.
k			2,909.
l			1,066.
m			<278,001.>
n			995,097.
o			<10,829,541.>

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

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8

3

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	ADAMS STREET P-SHIP 2002 U.S. FD - ST			
b	ADAMS STREET P-SHIP 2002 U.S. FD - LT			
c	ADAMS STREET P-SHIP 2002 NON-U.S. FD - ST			
d	ADAMS STREET P-SHIP 2002 NON-U.S. FD - LT			
e	ADAMS STREET P-SHIP 2004 U.S. FD - ST			
f	ADAMS STREET P-SHIP 2004 U.S. FD - LT			
g	ADAMS STREET P-SHIP 2004 NON-U.S. FD - ST			
h	ADAMS STREET P-SHIP 2004 NON-U.S. FD - LT			
i	ADAMS STREET P-SHIP 2002 U.S. FD - SEC 1231			
j	ADAMS STREET P-SHIP 2002 NON-U.S. FD - SEC 1231			
k	ADAMS STREET P-SHIP 2004 U.S. FD - SEC 1231			
l	ADAMS STREET P-SHIP 2004 NON-U.S. FD - SEC 1231			
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			6,351.
b			<4,636.>
c			439.
d			167.
e			872.
f			878.
g			848.
h			26,031.
i			339.
j			<2.>
k			<3,492.>
l			<1,601.>
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			6,351.
b			<4,636.>
c			439.
d			167.
e			872.
f			878.
g			848.
h			26,031.
i			339.
j			<2.>
k			<3,492.>
l			<1,601.>
m			
n			
o			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<9,436,552.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	}	3	N/A

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

SOURCE	AMOUNT
JP MORGAN - MONEY MARKET	313.
JP MORGAN - PRIMARY CHECKING	12.
THE NORTHERN TRUST COMPANY	44.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	369.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	13,072.	0.	13,072.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	55,652.	0.	55,652.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND - T/E INC	1.	0.	1.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	17,622.	0.	17,622.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	37,435.	0.	37,435.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND - T/E INC	1.	0.	1.
GS MEZZANINE PARTNERS III OFFSHORE, LP	59,582.	0.	59,582.
GS MEZZANINE PARTNERS V OFFSHORE, LP	28,853.	0.	28,853.
JP MORGAN (#5000/#5003/#0857)	183,570.	0.	183,570.
NORTHERN TRUST 26-11033	667,814.	0.	667,814.
NORTHERN TRUST 4224905679	66.	0.	66.
UBS GLOBAL SECURITIES FUND	1,248,371.	0.	1,248,371.
UBS OPPORTUNISTIC EMERGING MKTS DEBT REALATIONSHIP FD	29,439.	0.	29,439.
TOTAL TO FM 990-PF, PART I, LN 4	2,341,478.	0.	2,341,478.

FORM 990-PF

OTHER INCOME

STATEMENT

3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
UBS GLOBAL SECURITIES FUND	971,147.	971,147.	
UBS OPPORTUNISTIC EMERGING MKTS DEBT RELATIONSHIP FD	<56,778.>	<56,778.>	
GCP FUND II REIT LLC	<743.>	<743.>	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	15,848.	15,848.	
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	<13,763.>	0.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	766.	766.	
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND	<15.>	0.	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	14,812.	14,812.	
ADAMS STREET P-SHIP FUND 2004 U.S. FUND	<9,141.>	0.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	1,468.	1,468.	
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND	<142.>	0.	
REFUND OF EXCISE TAX	4,125.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	927,584.	946,520.	

FORM 990-PF

LEGAL FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
QUARLES & BRADY (LEGAL SERVICES)	8,750.	0.		8,750.
TO FM 990-PF, PG 1, LN 16A	8,750.	0.		8,750.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DELOITTE TAX LLP (ACCOUNTING SERVICES)	5,500.	0.		5,500.
DELOITTE & TOUCHE LLP (ACCOUNTING SERVICES)	22,000.	0.		22,000.
TO FORM 990-PF, PG 1, LN 16B	27,500.	0.		27,500.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
G.P. BRINSON INVESTMENTS (FINANCIAL SERVICES)	15,195.	0.		15,195.
G.P. BRINSON INVESTMENTS (INVESTMENT FEE)	79,642.	79,642.		0.
UBS GLOBAL ASSET MGMT (INVESTMENT FEES)	99,955.	99,955.		0.
NORTHERN TRUST (INVESTMENT FEES)	25,392.	25,392.		0.
STAIRWAY PARTNERS (INVESTMENT FEES)	56,750.	56,750.		0.
TCC GROUP (CONSULTING SERVICES)	3,700.	0.		3,700.
PETERTIL DESIGN (CONSULTING SERVICE)	11,605.	0.		11,605.
TO FORM 990-PF, PG 1, LN 16C	292,239.	261,739.		30,500.

FORM 990-PF

TAXES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS GLOBAL SECURITIES FUND (FOREIGN TAXES PAID)	48,686.	48,686.		0.
NORTHERN TRUST (FOREIGN TAXES PAID)	13,959.	13,959.		0.
JP MORGAN (FOREIGN TAXES PAID)	4,707.	4,707.		0.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND (FOREIGN TAXES PAID)	497.	497.		0.
ADAMS STREET P-SHIP FUND 2002 NON-U.S. FUND (FOREIGN TAXES PAID)	12.	12.		0.
ADAMS STREET P-SHIP FUND 2004 U.S. FUND (FOREIGN TAXES PAID)	891.	891.		0.
ADAMS STREET P-SHIP FUND 2004 NON-U.S. FUND (FOREIGN TAXES PAID)	28.	28.		0.
INCOME TAX	1,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	70,280.	68,780.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS GLOBAL SECURITIES FUND	42,374.	42,374.		0.
UBS OPPORTUNISTIC EMERGING MKTS DEBT RELATIONSHIP FD	2,437.	2,437.		0.
GCP FUND II REIT LLC	2,041.	2,041.		0.
BANK SERVICE FEES	416.	0.		416.
COMPUTER MAINTENANCE	2,998.	0.		2,998.
DUES AND SUBSCRIPTIONS	4,659.	0.		4,659.
IL FILING FEE	15.	0.		15.
INSURANCE	4,245.	0.		4,245.
OFFICE SUPPLIES	1,347.	0.		1,347.
POSTAGE AND DELIVERY	1,317.	0.		1,317.
STATIONARY AND BUSINESS CARDS	667.	0.		667.
TELEPHONE	4,292.	0.		4,292.
ADAMS STREET P-SHIP FUND 2002 U.S. FUND	104,579.	104,579.		0.

THE BRINSON FOUNDATION

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ADAMS STREET P-SHIP FUND			
2002 U.S. FUND - ND EXP	201.	0.	0.
ADAMS STREET P-SHIP FUND			
2002 NON-U.S. FUND	15,347.	15,347.	0.
ADAMS STREET P-SHIP FUND			
2002 NON-U.S. FUND - ND EXP	2.	0.	0.
ADAMS STREET P-SHIP FUND			
2004 U.S. FUND	82,170.	82,170.	0.
ADAMS STREET P-SHIP FUND			
2004 U.S. FUND - ND EXP	89.	0.	0.
ADAMS STREET P-SHIP FUND			
2004 NON-U.S. FUND	24,952.	24,952.	0.
ADAMS STREET P-SHIP FUND			
2004 NON-U.S. FUND - ND EXP	4.	0.	0.
MISC. EXPENSES	226.	0.	226.
PURCHASED MANAGEMENT SERVICES	49,813.	0.	49,813.
TO FORM 990-PF, PG 1, LN 23	344,191.	273,900.	69,995.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MFO VANGUARD BD INDEX FD	X		994,151.	1,042,699.
MFC ISHARES TR BARCLAYS TIPS BD FD	X		5,869,124.	6,493,750.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,863,275.	7,536,449.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,863,275.	7,536,449.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MFO PIMCO FDS PAC INVT MGMT	571,614.	600,257.
MFO ISHARES	0.	0.
MFO VANGUARD EMERGING MARKETS STOCK INDEX	269,355.	410,041.
VANGUARD EMERGING MKTS ETF	0.	0.
MFC ISHARES TR MSCI EAFE INDEX FD	2,477,244.	2,685,613.
MFC ISHARES TR RUSSELL 3000 INDEX FD	4,612,179.	4,571,493.
ISHARES S&P GLOBAL 100 INDEX FUND	5,108,720.	7,350,500.
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,039,112.	15,617,904.

FORM 990-PF	CORPORATE BONDS	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MFO TIAA-CREF MUT FDS HIGH YIELD FD	627,824.	711,593.
VANGUARD ST CORPORATE BOND FUND	657,000.	661,372.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,284,824.	1,372,965.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 12
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MFO UBS RELATIONSHIP FD GLOBAL SEC FDS	COST	46,053,499.	48,984,804.
UBS OPPORTUNISTIC EMERGING MARKETS DEBT	COST	0.	0.
ADAMS STREET PSHIP 2002 U.S. FUND	COST	2,832,434.	3,151,686.
ADAMS STREET PSHIP 2002 NON-U.S. FUND	COST	508,854.	559,893.
ADAMS STREET PSHIP 2004 U.S. FUND	COST	1,976,660.	2,035,528.
ADAMS STREET PSHIP 2004 NON-U.S. FUND	COST	740,951.	724,016.
GCP FUND II REIT LLC	COST	2,554,566.	2,625,721.
GCREP REIT I	COST	1,032,179.	1,359,112.
GS MEZZANINE PARTNERS III	COST	580,764.	352,261.
GS MEZZANINE PARTNERS V	COST	337,757.	310,278.
VANGUARD EMERGING MKTS ETF SHORT POSITION	COST	<2,380,780.>	<3,181,600.>
TOTAL TO FORM 990-PF, PART II, LINE 13		54,236,884.	56,921,699.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
GARY P. BRINSON 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR/CHAIR OF THE BOARD 2.50	0.	0.	0.
SUZANN A. BRINSON 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
MONIQUE DEMERY 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
TALINA SUE MELONE 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR/SECRETARY 1.50	0.	0.	0.
JAMES D. PARSONS * 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	PRESIDENT 40.00	223,250.	32,934.	0.
THOMAS R. DEMERY 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
ANDREW H. MELONE 737 NORTH MICHIGAN, SUITE 1850 CHICAGO, IL 60611	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		223,250.	32,934.	0.

* COMPENSATION PROVIDED TO THE PRESIDENT WAS PAID THROUGH ADMINISTAFF, AN UNRELATED MANAGEMENT SERVICES CO.

The Brinson Foundation
FEIN: 68-0656415
Grants 2009

<u>Name</u>	<u>Address</u>	<u>Purpose</u>	<u>Amount</u>
Access Community Health Network	600 West Fulton Street Suite 200 Chicago, IL 60661	High School Based Health Clinic	\$30,000 00
ACCION International	56 Roland Street Suite 300 Boston, MA 02129	Microfinance Program - Ghana	\$20,000 00
Acumen Funds	76 Ninth Avenue Suite 315 New York, NY 10011	Acumen Fund Fellows Program	\$40,000 00
Adler Planetarium & Astronomy Museum	1300 S Lake Shore Drive Chicago, IL 60605-2403	Cosmology and Astrophysics Research	\$80,000 00
Advocate Charitable Foundation	205 West Touhy Suite 125 Park Ridge, IL 60068	Healthy Steps Program	\$12,500 00
After School Matters	66 E Randolph Chicago, IL 60601	Science and Math Programming	\$25,000 00
Alzheimer's Association	225 N Michigan Ave 17th Floor Chicago, IL 60601-7633	National Research Program	\$40,000 00
American Cancer Society	Illinois Division Inc 225 N Michigan Ave Suite 1200 Chicago, IL 60601	Summer High School Student Research Program	\$22,500 00
American Heart Association Inc	Midwest Affiliate 208 South LaSalle Street Suite 1500 Chicago, IL 60604	Midwest Stroke Research Program	\$40,000 00
America's Foundation for Chess	11120 NE 33rd Place Suite 105 Bellevue, WA 98004	General Support	\$20,000 00
America's Foundation for Chess	11120 NE 33rd Place Suite 105 Bellevue, WA 98004	Chess Curriculum Impact Study	\$15,000 00
Archimedia Workshop NFP	Fine Arts Building 410 S Michigan Ave Suite 419 Chicago, IL 60605	Promotion of <i>Daniel Burnham and the American City</i> Documentary Film Project	\$10,000 00
Art Institute of Chicago	111 S Michigan Ave Chicago, IL 60603-6404	Education Programs	\$70,000 00
Associated Colleges of Illinois	20 North Wacker Drive Suite 1456 Chicago, IL 60606	College Readiness Program	\$20,000 00
Ayn Rand Institute	2121 Alton Parkway Suite 250 Irvine, CA 92606	Free Books to Teachers Project	\$30,000 00
Big Shoulders Fund	309 West Washington Suite 550 Chicago, IL 60606	Brinson Scholarship Program	\$30,000 00
California Institute of Technology	1200 E California Blvd Pasadena, CA 91125	Theoretical Gravitational Wave Research	\$60,000 00
Cara Program	237 S Desplaines Chicago, Illinois 60661	Job Training and Placement	\$20,000 00
Carnegie Institution of Washington	1530 P Street, NW Washington, DC 20005	Hekla Volcano Eruption Triggering Process Research	\$50,000 00
Carole Robertson Center for Learning	2020 W Roosevelt Rd Chicago, IL 60608	General Support	\$22,500 00
CERGE-EI Foundation, USA	715 Queen Anne Road Teaneck, NJ 07666	Brinson Fellows Ph D Scholarship Program	\$20,000 00
Chicago Academy of Sciences	2430 North Cannon Dr Chicago, IL 60614	Education Programs	\$35,000 00
Chicago Architecture Foundation	224 S Michigan Ave Chicago, IL 60604-2500	Newhouse Program, Architecture Competition and The Architecture Handbook Project	\$40,000 00
Chicago Commons Association	700 N Sacramento Blvd Suite 141 Chicago, IL 60612	Raising Individual Success through Empowerment (R I S E) Program	\$22,500 00

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<u>Name</u>	<u>Address</u>	<u>Purpose</u>	<u>Amount</u>
Chicago Community Foundation	111 East Wacker Drive Suite 1400 Chicago, IL 60601	Illinois Race to the Top - Collaborative Fund	\$5,000 00
Chicago History Museum	1601 North Clark Street Chicago, IL 60614-6099	General Support	\$55,000 00
Chicago Horticultural Society	1000 Lake Cook Road Glencoe, IL 60022	Community Education Programs	\$40,000 00
Chicago Public Education Fund	200 West Adams Street Suite 2150 Chicago, IL 60606	Leadership Fund III	\$67,000 00
Chicago Public Library Foundation	20 North Michigan Ave Suite 204 Chicago, IL 60602	Early Literacy Training for Children's Librarians	\$12,500 00
Chicago Shakespeare Theater	800 East Grand Avenue Chicago, IL 60611	Implementation and Evaluation of Bard Core Curriculum	\$20,000 00
Chicago Symphony Orchestra	220 S Michigan Ave. Chicago, IL 60604	Education Programs	\$55,000 00
ChildFund International	2821 Emerywood Parkway Richmond, VA 23294	Creation and Implementation of Evaluation Tool	\$20,000 00
Children's Memorial Hospital	2300 Children's Plaza Box 4 (Lincoln and Fullerton Avenues) Chicago, IL 60614	Pediatric Disease Research Center	\$55,000 00
Children's Research Foundation	Post Office Box 205 Clarendon Hills, IL 60514	Pediatric Disease Research	\$10,000 00
Communities in Schools Chicago Inc	815 West Van Buren Suite 300 Chicago, IL 60607	Vision Project in Chicago Public Schools	\$30,000 00
Constitutional Rights Foundation Chicago	407 South Dearborn Suite 1700 Chicago, IL 60605	Lawyers in the Classroom Program - Law, Government and Citizenship Education for K-8 Students	\$20,000 00
Cornell University	Foundation Relations 130 East Seneca Street Suite 400 Ithaca, NY 14850	Arecibo Legacy Fast Alpha Cosmology Research Program	\$30,000 00
Council for the Advancement of Science Writing Inc	P O Box 910 Hedgesville, WV 25427	Graduate School Science Writing Fellowship Stipends	\$14,000 00
Council on Foundations	1828 L Street, NW Suite 300 Washington, DC 20036	General Support	\$12,500 00
Daniel Murphy Scholarship Foundation	228 South Wabash Suite 600 Chicago, IL 60604	High School Scholarship Program	\$40,000 00
Dominican University	7900 West Division St School of Education River Forest, IL 60305	ESL Endorsement Program for Chicago Public School Teachers	\$20,000 00
Donors Forum	208 South LaSalle Street Suite 1540 Chicago, IL 60604-1006	Growth Initiative	\$10,000 00
Donors Forum	208 South LaSalle Street Suite 1540 Chicago, IL 60604-1006	General Support	\$16,000 00
DuPage Children's Museum	301 N Washington St Naperville, IL 60540	General Support	\$22,500 00
Eisenhower Medical Center	39000 Bob Hope Drive Rancho Mirage, CA 92270	Nursing Retention and Development Programs	\$35,000 00
Executive Service Corps of Chicago	25 E Washington St Suite 1500 Chicago, IL 60602	Technical Assistance Service Grants for Foundation Grantees	\$5,500 00
Fabretto Children's Foundation Inc	4039 North 17th Street Arlington, VA 22207	Nicaraguan Job Training Scholarship Program	\$15,000 00
Family Focus Inc	310 South Peoria Street Suite 301 Chicago, IL 60430	Early Childhood Literacy Program	\$22,500 00

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<u>Name</u>	<u>Address</u>	<u>Purpose</u>	<u>Amount</u>
Field Museum	1400 S Lake Shore Dr Chicago, IL 60605-2496	Play Lab – Children's Education	\$70,000 00
Frances Xavier Warde School	700 West Adams Street Chicago, IL 60661	Grade School Scholarship Program	\$25,000 00
Healthy Schools Campaign	205 West Monroe Fourth Floor Chicago, IL 60606	Healthy Food Cooperatives in CPS Charter Schools	\$22,500 00
High Jump	59 West North Blvd Chicago, IL 60610	General Support	\$30,000 00
HighSight	315 W Walton Chicago, IL 60610	General Support	\$25,000 00
Horatio Alger Association	99 Canal Center Plaza Suite 320 Alexandria, VA 22314	Illinois College Scholarship Program	\$50,000 00
Hubbard Street Dance Chicago	1147 W Jackson Blvd Chicago, IL 60607-2905	General Support	\$35,000 00
Illinois Caucus for Adolescent Health	226 S Wabash Suite 900 Chicago, IL 60604	Adolescent Reproductive Health Programs	\$20,000 00
Independent Institute	100 Swan Way Oakland, CA 94621-1428	Support for <i>The Independent Review</i>	\$12,500 00
Inner-City Computer Stars Foundation	212 W Superior St Suite 300 Chicago, IL 60610	Technology Training for Young Adults	\$12,500 00
Institute for EastWest Studies	700 Broadway Suite 2 New York, NY 10003	General Support	\$12,500 00
Institute for Humane Studies	3301 North Fairfax Drive Suite 440 Arlington, VA 22201	Summer Seminars for College Students	\$20,000 00
Jackson Hole Land Trust	555 E Broadway Suite 228 PO Box 2897 Jackson, WY 83001	Land Conservation and Stewardship	\$35,000 00
Joffrey Ballet	10 East Randolph Chicago, IL 60601	General Support	\$35,000 00
La Rabida Children's Hospital	East 65th Street at Lake Michigan Chicago, IL 60649-1395	General Support	\$70,000 00
Lake Forest Academy	1500 W Kennedy Road Lake Forest, IL 60045	"Class of '93 Scholarship" Fund for High School Students	\$17,500 00
Lincoln Park Zoological Society	2001 North Clark Street Chicago, IL 60614	General Support	\$55,000 00
Literacy Works	c/o 6216 North Clark St Chicago, IL 60660	General Support	\$22,500 00
Living Desert	47-900 Portola Ave Palm Desert, CA 92260	General Support	\$17,500 00
Loyola University Medical Center	2160 South First Avenue Maywood, IL 60153	Pediatric Mobile Medical Unit	\$25,000 00
Lyric Opera of Chicago	20 North Wacker Drive Suite 860 Chicago, IL 60606	NEXT – Discount Student Tickets for the Next Generation	\$55,000 00
Make A Difference Youth Foundation	855 West 103rd Street Chicago, IL 60643	General Support	\$11,500 00
Merit School of Music	Joy Faith Knapp Music Center 38 S Peoria St Chicago, IL 60607	General Support	\$30,000 00
METROsquash NFP	5655 S University Ave Chicago, IL 60637	General Support and Technical Assistance	\$15,000 00
Morton Arboretum	4100 Illinois Route 53 Lisle, IL 60532-1293	Science Education Outreach Program for K-5 Students	\$25,000 00
Museum of Science and Industry	57th Street and Lake Shore Drive Chicago, IL 60637	Science Minors Education Program and the 21st Century Initiative	\$70,000 00

The Brinson Foundation
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Grants 2009

Name	Address	Purpose	Amount
National Geographic Society	1145 17th Street N W Washington, DC 20036	Young Explorers Grants Program	\$40,000 00
National Museum of Wildlife Art	P O Box 6825 (2820 Rungius Rd) Jackson, WY 83002	Grades K-12 Education Programs	\$20,000 00
North Park University	3225 West Foster Ave Chicago, IL 60625-4895	Scholarships for Casa Central Nonprofit Management Program and Boot Camp for New Nonprofit Leaders	\$20,000 00
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Street Suite 3-200 Chicago, IL 60611	Neonatal Nurse Practitioner and Stroke Nursing Programs	\$70,000 00
Northwestern Memorial Foundation	Galter Pavilion 251 East Huron Street Suite 3-200 Chicago, IL 60611	Stem Cell Research	\$35,000 00
Northwestern University	2001 Sheridan Road Evanston, IL 60208	Honorarium – International Business and Markets Program	\$2,000 00
Northwestern University	2020 Ridge Avenue 4th Floor Evanston, IL 60208	Honorarium – Medical Ethics and Bioethics Program	\$2,000 00
Posse Foundation, Inc	111 W Jackson Blvd Ste 1900 Chicago, IL 60604	General Support	\$45,000 00
President and Fellows of Harvard College	Harvard School of Public Health Office of Resource Development 401 Park Drive 3rd Floor East Atrium Boston, MA 02115	Project Antares - Development of Commercially Sustainable Health Interventions in Developing Countries	\$35,000 00
Project Exploration	950 East 61st Street Chicago, IL 60637	General Support and Technical Assistance	\$38,000 00
Regents University of California Los Angeles	Office of Contract & Grant Administration 10920 Wilshire Boulevard Suite 1200 Los Angeles, CA 90024	Visual Simulation of World's Columbian Exposition of 1893	\$25,000 00
Rehabilitation Institute of Chicago	345 East Superior Street Suite 1640 Chicago, IL 60611	Brain Machine Interface Project	\$30,000 00
Rehabilitation Institute of Chicago	345 East Superior Street Suite 1640 Chicago, IL 60611	Brinson Stroke Fellowship	\$60,000 00
Room to Read	111 Sutter Street 16th Floor San Francisco, CA 94104	Establishing Children's Libraries in Cambodia	\$22,500 00
Rush University Medical Center	1700 West Van Buren Suite 250 Chicago, Illinois 60612	High School Reproductive Health Education Program	\$30,000 00
San Miguel Fabres Cordero School, Inc	1949 West 48th Street Chicago, IL	Middle School Scholarship Program	\$7,500 00
Shedd Aquarium Society	1200 S Lake Shore Drive Chicago, IL 60605	Conservation, Education and Animal Programs	\$80,000 00
Smithsonian Institution, Smithsonian Astrophysical Observatory	60 Garden Street Mail Stop 45 Minor Planet Center Cambridge, MA 02138	Photometric Redshift Observational Program for "Dark Energy" Research	\$20,000 00
Special Olympics Illinois	800 Roosevelt Road Bldg B Suite 220 Glen Ellyn, IL 60137-5860	General Support	\$40,000 00
St John's Medical Center	P O Box 428 625 East Broadway Jackson, WY 83001	Nurse Training and Prenatal Education	\$40,000 00

The Brinson Foundation
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Grants 2009

Name	Address	Purpose	Amount
Tapfound, Inc (Taproot Foundation)	205 W Randolph Suite 1220 Chicago, IL 60606	Technical Assistance Service Grants for Foundation Grantees	\$6,000 00
Teach For America	300 W Adams St Suite 1000 Chicago, IL 60606	General Support	\$30,000 00
Teton County Integrated Solid Waste and Recycling	P O Box 9088 Jackson, WY 83002-9088	Recycling Education, Outreach and General Support	\$30,000 00
Trustees of Columbia University in the City of New York	P O Box 1000 61 Route 9W Palisades, NY 10964	Earth Microbiology Initiative and Seismology Research Program	\$55,000 00
University of Arizona Foundation	1111 N Cherry Avenue Tucson, AZ 85721-0109	Near Earth Object Discovery Project	\$20,000 00
University of Chicago-Astrophysics	5640 South Ellis Avenue Chicago, IL 60637	Brinson Fellowship Program	\$70,000 00
University of Chicago Medical Center	5801 South Ellis Chicago, IL 60637	Medical Research	\$70,000 00
University of Chicago-Urban Education Institute	1313 East 60th Street Chicago, IL 60637	Professional Development Programs for Chicago Public School Teachers	\$20,000 00
University of Utah	134 South 1460 East Rm 702 Department of Geology and Geophysics University of Utah Salt Lake City, UT 84112	Yellowstone Seismology and Tectonophysics Research	\$40,000 00
Wilderness Classroom Organization	4605 Grand Avenue Western Springs, IL 60558	North American Odyssey Elementary and Middle School Education Program	\$10,000 00
Window to the World Communications, Inc	5400 N St Louis Ave Chicago, IL 60625	Local Broadcast of Nova and Nova Science Now	\$60,000 00
Yale University	Corporate and Foundation Relations Science & Technology 157 Church Street New Haven, CT 06521	Solar Variability Research Project	\$25,000 00
YMCA of Metropolitan Chicago	801 North Dearborn St Chicago, IL 60610-3316	City Youth and Government Program	\$12,500 00
Youth News Service /LA Youth	5967 W 3rd St Suite #301 Los Angeles, CA 90036	General Support	\$20,000 00
Total	108 Grants		\$3,357,000 00

The Brinson Foundation
Future Payment Commitments
As of December 31, 2009

Organization	Original		
	2010	2011	2012
Adler Planetarium.	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00
Chicago Public Education Fund	\$ 66,666.67	\$ 66,666.67	\$ 133,333.33
Lake Forest Academy	\$ 20,000.00		\$ 20,000.00
Museum of Science and Industry	\$ 100,000.00		\$ 100,000.00
Shedd Aquarium	\$ 100,000.00	\$ 100,000.00	\$ 100,000.00
Totals	\$ 386,666.67	\$ 266,666.67	\$ 853,333.33

Organization	Modified to reflect reduced payout projections starting in 2009 (see 2008 tab).		
	2010	2011	2012
Adler Planetarium.	\$ 80,000.00	\$ 80,000.00	\$ 80,000.00
Chicago Public Education Fund	\$ 67,000.00	\$ 66,000.00	\$ 133,000.00
Donors Forum	\$ 10,000.00		\$ 10,000.00
Lake Forest Academy	\$ 20,000.00		\$ 20,000.00
Museum of Science and Industry	\$ 70,000.00	\$ 60,000.00	\$ 130,000.00
Shedd Aquarium	\$ 80,000.00	\$ 80,000.00	\$ 80,000.00
Totals	\$ 327,000.00	\$ 286,000.00	\$ 933,000.00

\$ 933,000.00

THE BRINSON FOUNDATION
Depreciation Schedule - Business Use

Tax Depreciation
12/31/2009

Asset Category COMPUTER EQUIPMENT

Depreciable

Item No.	Asset Description	Date Placed In Service	Meth.	Conv.	Life	Asset Cost	Basis		Deprec. %	Business Use %	Depreciation Including Sec. 179 and Bonus		
							Before Sec. 179 and Bonus				Prior Years	Current	Accumulated
43	Network Infrastructure	05/01/2001	MACRS	HY	5.0	3,812.50	3,812.50	0.000	0.000	0.00	3,812.50	3,812.50	
50	Dell Minutower GX400	05/01/2001	MACRS	HY	5.0	2,239.75	2,239.75	0.000	0.000	0.00	2,239.75	2,239.75	
51	Intellimouse	05/01/2001	MACRS	HY	5.0	44.81	44.81	0.000	0.000	0.00	44.81	44.81	
52	Intellimouse	05/01/2001	MACRS	HY	5.0	44.82	44.82	0.000	0.000	0.00	44.82	44.82	
53	Internet Keyboard	05/01/2001	MACRS	HY	5.0	20.92	20.92	0.000	0.000	0.00	20.92	20.92	
54	Internet Keyboard	05/01/2001	MACRS	HY	5.0	20.92	20.92	0.000	0.000	0.00	20.92	20.92	
57	Quickcam Pro	05/01/2001	MACRS	HY	5.0	88.71	88.71	0.000	0.000	0.00	88.71	88.71	
58	Quickcam	05/01/2001	MACRS	HY	5.0	88.71	88.71	0.000	0.000	0.00	88.71	88.71	
61	LaserJet Printer	05/01/2001	MACRS	HY	5.0	1,475.76	1,475.76	0.000	0.000	0.00	1,475.76	1,475.76	
66	Monitor	05/01/2001	MACRS	HY	5.0	1,890.06	1,890.06	0.000	0.000	0.00	1,890.06	1,890.06	
67	Monitor	05/01/2001	MACRS	HY	5.0	1,890.06	1,890.06	0.000	0.000	0.00	1,890.06	1,890.06	
68	Speakers - 2 pc.	05/01/2001	MACRS	HY	5.0	23.85	23.85	0.000	0.000	0.00	23.85	23.85	
69	Speakers - 2 pc.	05/01/2001	MACRS	HY	5.0	23.85	23.85	0.000	0.000	0.00	23.85	23.85	
72	Monitor	08/05/2002	MACRS	HY	5.0	1,306.25	1,306.25	0.000	0.000	0.00	1,306.25	1,306.25	
73	Speakers - 2 pc.	08/05/2002	MACRS	HY	5.0	16.47	16.47	0.000	0.000	0.00	16.47	16.47	
75	Intellimouse	08/05/2002	MACRS	HY	5.0	31.51	31.51	0.000	0.000	0.00	31.51	31.51	
76	Internet Keyboard	08/05/2002	MACRS	HY	5.0	15.09	15.09	0.000	0.000	0.00	15.09	15.09	
78	Quickcam Pro	08/05/2002	MACRS	HY	5.0	61.58	61.58	0.000	0.000	0.00	61.58	61.58	
82	Scandisk Compact Flash	02/15/2002	MACRS	HY	5.0	141.36	141.36	0.000	0.000	0.00	141.36	141.36	
89	HP JETDIRECT CARD	02/09/2005	M200	HY	5.0	134.60	134.60	11.520	100.000	15.51	111.34	126.85	
90	PRINTER	10/17/2005	M200	HY	5.0	324.00	324.00	11.520	100.000	37.32	268.01	305.33	
95	HP Desktop dc7700	09/13/2007	M200	HY	5.0	2,017.37	2,017.37	19.200	100.000	387.34	1,049.03	1,436.37	
96	HP Printer	11/16/2007	M200	HY	5.0	225.32	225.32	19.200	100.000	43.26	117.16	160.42	
97	HP Personal Computer	11/20/2007	M200	HY	5.0	2,121.66	2,121.66	19.200	100.000	407.36	1,103.26	1,510.62	
98	HP Personal Computer	11/20/2007	M200	HY	5.0	2,121.66	2,121.66	19.200	100.000	407.36	1,103.26	1,510.62	
99	HP Personal Computer	11/20/2007	M200	HY	5.0	2,121.66	2,121.66	19.200	100.000	407.36	1,103.26	1,510.62	
Total Computer Equipment							22,303.25	22,303.25			18,092.30	1,705.51	19,797.81

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Depreciation Schedule - Business Use

Asset Category COMPUTER SOFTWARE

Item No.	Asset Description	Date Placed In Service	Meth.	Conv.	Life	Asset Cost	Depreciable Basis				Depreciation Including Sec. 179 and Bonus		
							Before Sec. 179 and Bonus	Deprec. %	Business Use %	Prior Years	Current	Accumulated	
44	MicroEdge Grant Software	11/29/2001	MACRS	HY	5.0	13,558.00	13,558.00	0.000	0.000	13,558.00	0.00	13,558.00	
71	Quant Express	11/08/2002	MACRS	HY	5.0	951.40	951.40	0.000	0.000	951.40	0.00	951.40	
86	Windows XP Pro Upgrade	01/29/2004	MACRS	HY	5.0	199.99	199.99	5.750	100.000	194.24	5.75	199.99	
87	Windows XP Pro Upgrade	01/29/2004	MACRS	HY	5.0	199.99	199.99	5.750	100.000	194.24	5.75	199.99	
88	Windows XP Pro Upgrade	01/29/2004	MACRS	HY	5.0	199.99	199.99	5.750	100.000	194.24	5.75	199.99	
91	MICROSOFT OFFICE UPGRADE	03/31/2005	M200	HY	5.0	294.99	294.99	11.520	100.000	244.02	33.98	278.00	
92	MICROSOFT OFFICE UPGRADE	03/31/2005	M200	HY	5.0	294.99	294.99	11.520	100.000	244.02	33.98	278.00	
93	MICROSOFT OFFICE UPGRADE	03/31/2005	M200	HY	5.0	294.99	294.99	11.520	100.000	244.02	33.98	278.00	
100	Kurweil Ed Txt to Speech	09/07/2007	M200	HY	5.0	1,505.00	1,505.00	19.200	100.000	782.60	288.96	1,071.56	
101	ADOBE SOFTWARE	09/02/2008	M200	HY	5.0	666.77	666.77	32.000	100.000	133.35	213.37	346.72	
102	Microtrend Software	08/14/2009	M200	HY	3.0	119.80	119.80	33.330	100.000	0.00	39.93	39.93	
Total Computer Software							18,285.91			16,740.13	661.45	17,401.58	

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Asset Category FURNITURE

Depreciable Basis

Item No.	Asset Description	Date Placed In Service	Meth.	Conv.	Life	Asset Cost	Depreciable Basis		Deprec. %	Business Use %	Depreciation Including Sec. 179 and Bonus		
							Before Sec. 179 and Bonus	Deprec. %			Prior Years	Current	Accumulated
1	Desk Chair	06/18/2001	MACRS	HY	7.0	1,901.03	1,901.03	0.000	0.000	0.000	1,901.03	0.00	1,901.03
2	Desk Chair	06/18/2001	MACRS	HY	7.0	1,901.04	1,901.04	0.000	0.000	0.000	1,901.04	0.00	1,901.04
3	Desk Chair	06/18/2001	MACRS	HY	7.0	1,901.04	1,901.04	0.000	0.000	0.000	1,901.04	0.00	1,901.04
4	Side Chair	06/18/2001	MACRS	HY	7.0	1,716.53	1,716.53	0.000	0.000	0.000	1,716.53	0.00	1,716.53
5	Side Chair	06/18/2001	MACRS	HY	7.0	1,716.54	1,716.54	0.000	0.000	0.000	1,716.54	0.00	1,716.54
6	Side Chair	06/18/2001	MACRS	HY	7.0	1,716.54	1,716.54	0.000	0.000	0.000	1,716.54	0.00	1,716.54
7	Side Chair	06/18/2001	MACRS	HY	7.0	1,716.53	1,716.53	0.000	0.000	0.000	1,716.53	0.00	1,716.53
8	Side Chair	06/18/2001	MACRS	HY	7.0	1,657.24	1,657.24	0.000	0.000	0.000	1,657.24	0.00	1,657.24
9	Side Chair	06/18/2001	MACRS	HY	7.0	1,657.25	1,657.25	0.000	0.000	0.000	1,657.25	0.00	1,657.25
10	Sofa	06/18/2001	MACRS	HY	7.0	6,305.50	6,305.50	0.000	0.000	0.000	6,305.50	0.00	6,305.50
11	Lateral File Cabinet	05/01/2001	MACRS	HY	7.0	2,173.60	2,173.60	0.000	0.000	0.000	2,173.60	0.00	2,173.60
12	Floor Lamp	06/18/2001	MACRS	HY	7.0	1,962.19	1,962.19	0.000	0.000	0.000	1,962.19	0.00	1,962.19
13	Desk Lamp	06/18/2001	MACRS	HY	7.0	1,202.63	1,202.63	0.000	0.000	0.000	1,202.63	0.00	1,202.63
14	Desk Lamp	06/18/2001	MACRS	HY	7.0	1,531.69	1,531.69	0.000	0.000	0.000	1,531.69	0.00	1,531.69
15	Desk Lamp	06/18/2001	MACRS	HY	7.0	1,531.70	1,531.70	0.000	0.000	0.000	1,531.70	0.00	1,531.70
16	Return	06/18/2001	MACRS	HY	7.0	1,826.66	1,826.66	0.000	0.000	0.000	1,826.66	0.00	1,826.66
17	Storage/Lateral File	06/18/2001	MACRS	HY	7.0	2,972.41	2,972.41	0.000	0.000	0.000	2,972.41	0.00	2,972.41
18	Storage/Wardrobe	06/18/2001	MACRS	HY	7.0	1,793.94	1,793.94	0.000	0.000	0.000	1,793.94	0.00	1,793.94
19	Single Pedestal Desk	06/18/2001	MACRS	HY	7.0	2,223.16	2,223.16	0.000	0.000	0.000	2,223.16	0.00	2,223.16
20	Credenza	06/18/2001	MACRS	HY	7.0	2,647.01	2,647.01	0.000	0.000	0.000	2,647.01	0.00	2,647.01
21	Return	06/18/2001	MACRS	HY	7.0	1,826.66	1,826.66	0.000	0.000	0.000	1,826.66	0.00	1,826.66
22	Storage/Lateral File	06/18/2001	MACRS	HY	7.0	2,972.41	2,972.41	0.000	0.000	0.000	2,972.41	0.00	2,972.41
23	Storage/Wardrobe	06/18/2001	MACRS	HY	7.0	1,900.48	1,900.48	0.000	0.000	0.000	1,900.48	0.00	1,900.48
24	Single Pedestal Desk	06/18/2001	MACRS	HY	7.0	2,223.16	2,223.16	0.000	0.000	0.000	2,223.16	0.00	2,223.16
25	Credenza	06/18/2001	MACRS	HY	7.0	2,647.01	2,647.01	0.000	0.000	0.000	2,647.01	0.00	2,647.01
26	Vertical Storage Cabinet	06/18/2001	MACRS	HY	7.0	5,945.14	5,945.14	0.000	0.000	0.000	5,945.14	0.00	5,945.14
27	AV Cabinet/Vertical	06/18/2001	MACRS	HY	7.0	5,190.10	5,190.10	0.000	0.000	0.000	5,190.10	0.00	5,190.10
28	Credenza	06/18/2001	MACRS	HY	7.0	4,161.93	4,161.93	0.000	0.000	0.000	4,161.93	0.00	4,161.93
29	Desk	06/18/2001	MACRS	HY	7.0	2,729.04	2,729.04	0.000	0.000	0.000	2,729.04	0.00	2,729.04
30	Credenza Storage Towers	06/18/2001	MACRS	HY	7.0	2,816.54	2,816.54	0.000	0.000	0.000	2,816.54	0.00	2,816.54
31	Storage/Wardrobe	06/18/2001	MACRS	HY	7.0	2,318.99	2,318.99	0.000	0.000	0.000	2,318.99	0.00	2,318.99
32	Cocktail Table	06/18/2001	MACRS	HY	7.0	1,222.61	1,222.61	0.000	0.000	0.000	1,222.61	0.00	1,222.61
33	Pencil Drawer	06/18/2001	MACRS	HY	7.0	232.44	232.44	0.000	0.000	0.000	232.44	0.00	232.44
34	Grommets	06/18/2001	MACRS	HY	7.0	109.40	109.40	0.000	0.000	0.000	109.40	0.00	109.40
35	Desk Chair	06/18/2001	MACRS	HY	7.0	1,439.70	1,439.70	0.000	0.000	0.000	1,439.70	0.00	1,439.70

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Depreciation Schedule - Business Use

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Asset Category FURNITURE

Item No.	Asset Description	Date Placed In Service	Meth.	Conv.	Life	Asset Cost	Depreciable Basis		Deprec. %	Depreciation Including Sec. 179 and Bonus		
							Before Sec. 179	Business Use %		Prior Years	Current	Accumulated
36	Front Counter	06/18/2001	MACRS	HY	7.0	17,903.19	17,903.19	0.000	0.000	17,903.19	0.00	17,903.19
37	Chairs to Ron's	04/01/2002	MACRS	HY	7.0	1,500.00	1,500.00	4.460	100.000	1,433.10	66.90	1,500.00
46	Desk Accessories	08/02/2001	MACRS	HY	7.0	1,734.32	1,734.32	0.000	0.000	1,734.32	0.00	1,734.32
70	Chairs to Ron's Office	04/01/2002	MACRS	HY	7.0	3,479.69	3,479.69	4.460	100.000	3,371.06	108.63	3,479.69
94	SIGNAGE	05/12/2005	MACRS	HY	7.0	7,424.22	7,424.22	8.930	100.000	5,104.90	662.98	5,767.88
Total Furniture							111,831.26	111,831.26		109,336.41	838.51	110,174.92

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Asset Category LEASEHOLD IMPROVEMENTS

Item No.	Asset Description	Date Placed In Service	Meth.	Conv.	Life	Asset Cost	Depreciable Basis		Deprec. %	Depreciation Including Sec. 179 and Bonus		
							Before Sec. 179 and Bonus	Business Use %		Prior Years	Current	Accumulated
45	Leasehold Improvements	05/01/2001	MACRS	RES	39.0	206,449.44	206,449.44	100.000	2.564	40,367.03	5,293.36	45,660.39
Total Leasehold Improvements						206,449.44	206,449.44			40,367.03	5,293.36	45,660.39
Total All Assets						358,869.86 ✓	358,869.86			184,535.87	8,498.83 ✓	193,034.70 ✓