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Form 990-PF

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

2010

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 2010, or tax year beginning 01-01-2010, and ending 12-31-2010

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

Name of foundation: THE BRACKTHORN FOUNDATION CO ANDREW BRAINERD. Employer identification number: 36-3668992. Telephone number: (773) 549-4926. City: CHICAGO, IL 60614. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 385,500.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-29).

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	29,412	3,140	3,140			
	<b>2</b> Savings and temporary cash investments . . . . .	28,734	127,536	127,536			
	<b>3</b> Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>4</b> Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____						
	<b>5</b> Grants receivable . . . . .						
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .						
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ 19,000 Less allowance for doubtful accounts ▶ _____ 0	19,000	19,000	19,000			
	<b>8</b> Inventories for sale or use . . . . .						
	<b>9</b> Prepaid expenses and deferred charges . . . . .						
	<b>10a</b> Investments—U S and state government obligations (attach schedule)						
	<b>b</b> Investments—corporate stock (attach schedule) . . . . .	316,150	205,998	235,824			
	<b>c</b> Investments—corporate bonds (attach schedule) . . . . .						
	<b>11</b> Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
	<b>12</b> Investments—mortgage loans . . . . .						
	<b>13</b> Investments—other (attach schedule) . . . . .						
	<b>14</b> Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____						
<b>15</b> Other assets (describe ▶ _____)							
<b>16 Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	393,296	355,674	385,500				
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .						
	<b>18</b> Grants payable . . . . .						
	<b>19</b> Deferred revenue . . . . .						
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons						
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .						
	<b>22</b> Other liabilities (describe ▶ _____)						
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .	0	0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b> Unrestricted . . . . .						
	<b>25</b> Temporarily restricted . . . . .						
	<b>26</b> Permanently restricted . . . . .						
	<b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/> <b>and complete lines 27 through 31.</b>						
	<b>27</b> Capital stock, trust principal, or current funds . . . . .	0	0				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund	0	0				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds	393,296	355,674				
<b>30 Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	393,296	355,674					
<b>31 Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	393,296	355,674					

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	393,296
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-37,622
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____	<b>3</b>	0
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	355,674
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	0
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	355,674

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				

  

(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)
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

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	
<b>a</b> See Additional Data Table			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

  

<b>2</b> 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 }	<b>2</b>	-2,836
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		<b>3</b>	-2,836

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

**1** Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2009	19,075	383,106	0 049790
2008	30,125	462,484	0 065137
2007	33,080	538,715	0 061405
2006	47,550	814,339	0 058391
2005	75,750	548,727	0 138047

  

<b>2</b> Total of line 1, column (d).	<b>2</b>	0 372770
<b>3</b> 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	<b>3</b>	0 074554
<b>4</b> Enter the net value of noncharitable-use assets for 2010 from Part X, line 5.	<b>4</b>	361,084
<b>5</b> Multiply line 4 by line 3.	<b>5</b>	26,920
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b).	<b>6</b>	0
<b>7</b> Add lines 5 and 6.	<b>7</b>	26,920
<b>8</b> Enter qualifying distributions from Part XII, line 4.	<b>8</b>	26,350

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

<b>1a</b>	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>b</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 . . . . .	<b>1</b>	0
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	0
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	0
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	0
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	0
<b>6</b>	Credits/Payments		
<b>a</b>	2010 estimated tax payments and 2009 overpayment credited to 2010	<b>6a</b>	155
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	155
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	155
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2011 estimated tax</b> 155 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation <input type="checkbox"/> \$ <u>0</u> <b>(2)</b> On foundation managers <input type="checkbox"/> \$ <u>0</u>		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ <u>0</u>		
<b>2</b> 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>		No
<b>3</b> 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> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> 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>	Yes	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> IL _____		
<b>b</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>	Yes	
<b>9</b> 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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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

<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions).	<b>11</b>		<b>No</b>
<b>12</b> Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		<b>No</b>
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	<b>13</b>	<b>Yes</b>	
<b>14</b> The books are in care of <b>ANDREW BRAINERD</b> Telephone no <b>(773) 549-4926</b> Located at <b>612 WEST DEMING PLACE CHICAGO IL</b> ZIP+4 <b>60614</b>			
<b>15</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year.	<b>15</b>		<input type="checkbox"/>
<b>16</b> At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	<b>16</b>		<b>No</b>

See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country.

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

		Yes	No
<b>File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.</b>			
<b>1a</b> During the year did the foundation (either directly or indirectly)			
<b>(1)</b> Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(2)</b> 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			
<b>(3)</b> Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(4)</b> Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
<b>(5)</b> 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			
<b>(6)</b> Agree to pay money or property to a government official? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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"/>	<b>1b</b>		
<b>c</b> 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 2010?	<b>1c</b>		<b>No</b>
<b>2</b> 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))			
<b>a</b> At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____			
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions).	<b>2b</b>		
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____			
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2010 as a result of <b>(1)</b> any purchase by the foundation or disqualified persons after May 26, 1969, <b>(2)</b> 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 <b>(3)</b> the lapse of the 10-, 15-, or 20-year first phase holding period? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.</i> )	<b>3b</b>		
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>		<b>No</b>
<b>b</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 2010?	<b>4b</b>		<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. . . . . <input checked="" type="checkbox"/></p> <p><b>c</b> 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? . . . . . <input type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p><b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes" to 6b, file Form 8870.</p> <p><b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<b>5b</b>	
	<b>6b</b>	<b>No</b>
	<b>7b</b>	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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—see page 23 of the instructions). If none, enter "NONE."**

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

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

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

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

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

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
<b>1</b>	
<b>2</b>	
<b>3</b> All other program-related investments. See page 24 of the instructions	

**Total.** Add lines 1 through 3. . . . . **0**

**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	159,309
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	207,274
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions). . . . .	<b>1c</b>	0
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	366,583
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	0
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	0
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	366,583
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions). . . . .	<b>4</b>	5,499
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	361,084
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	18,054

**Part XI Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here  and do not complete this part.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	18,054
<b>2a</b>	Tax on investment income for 2010 from Part VI, line 5. . . . .	<b>2a</b>	
<b>b</b>	Income tax for 2010 (This does not include the tax from Part VI). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	0
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	18,054
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	0
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	18,054
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions). . . . .	<b>6</b>	0
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	18,054

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26. . . . .	<b>1a</b>	26,350
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	26,350
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions). . . . .	<b>5</b>	0
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	26,350

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

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

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
<b>1</b> Distributable amount for 2010 from Part XI, line 7				18,054
<b>2</b> Undistributed income, if any, as of the end of 2010				
<b>a</b> Enter amount for 2009 only. . . . .			0	
<b>b</b> Total for prior years 20___, 20___, 20___		0		
<b>3</b> Excess distributions carryover, if any, to 2010				
<b>a</b> From 2005. . . . .	52,392			
<b>b</b> From 2006. . . . .	10,483			
<b>c</b> From 2007. . . . .	6,287			
<b>d</b> From 2008. . . . .	7,153			
<b>e</b> From 2009. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	76,315			
<b>4</b> Qualifying distributions for 2010 from Part XII, line 4 ▶ \$ <u>26,350</u>				
<b>a</b> Applied to 2009, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions). . . . .	0			
<b>d</b> Applied to 2010 distributable amount. . . . .				18,054
<b>e</b> Remaining amount distributed out of corpus	8,296			
<b>5</b> Excess distributions carryover applied to 2010 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	84,611			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		0		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2009 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2010 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions). . . . .	0			
<b>8</b> Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions). . . . .	52,392			
<b>9</b> Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a. . . . .	32,219			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2006. . . . .	10,483			
<b>b</b> Excess from 2007. . . . .	6,287			
<b>c</b> Excess from 2008. . . . .	7,153			
<b>d</b> Excess from 2009. . . . .				
<b>e</b> Excess from 2010. . . . .	8,296			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling. . . . .

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

	Tax year	Prior 3 years			(e) Total
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<b>b</b> 85% of line 2a . . . . .					
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed . . . . .					
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities . . . . .					
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c . . . . .					
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets . . . . .					
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					
<b>b</b> "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . . .					
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) . . . . .					
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . . .					
<b>(3)</b> Largest amount of support from an exempt organization					
<b>(4)</b> Gross investment income					

**Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

**1 Information Regarding Foundation Managers:**

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

See Additional Data Table

**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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

NONE

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

NONE

**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)				
<b>a</b> <i>Paid during the year</i> See Additional Data Table				
<b>Total . . . . .</b>				<b>▶ 3a</b> 26,350
<b>b</b> <i>Approved for future payment</i>				
<b>Total . . . . .</b>				<b>▶ 3b</b> 0





**Additional Data**

**Software ID:**  
**Software Version:**  
**EIN:** 36-3668992  
**Name:** THE BRACKTHORN FOUNDATION CO ANDREW  
BRAINERD

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
A	300 SHRS BMY	P	2010-03-22	2010-04-16
B	200 SHRS BMY	P	2010-03-25	2010-04-16
C	500 SHRS BMY	P	2010-03-26	2010-04-16
D	300 SHRS BMY	P	2010-03-29	2010-04-19
E	200 SHRS BMY	P	2010-03-30	2010-04-19
F	500 SHRS BMY	P	2010-03-30	2010-04-19
G	500 SHRS BMY	P	2010-03-30	2010-04-19
H	300 SHRS BMY	P	2010-03-30	2010-04-19
I	200 SHRS BMY	P	2010-03-30	2010-04-19
J	1000 SHRS BMY	P	2010-04-05	2010-04-19
K	1000 SHRS BMY	P	2010-04-07	2010-04-19
L	200 SHRS CAS	P	2010-03-08	2010-03-15
M	300 SHRS CAS	P	2010-03-08	2010-03-15
N	500 SHRS CAS	P	2010-03-08	2010-03-16
O	1000 SHRS CAS	P	2010-03-10	2010-03-16
P	500 SHRS CAS	P	2010-03-11	2010-03-17
Q	100 SHRS CAS	P	2010-03-11	2010-05-10
R	400 SHRS CAS	P	2010-03-11	2010-05-10
S	100 SHRS COST	P	2010-03-24	2010-03-29
T	100 SHRS FCX	P	2009-08-13	2010-01-25
U	100 SHRS FCX	P	2009-09-08	2010-01-25
V	100 SHRS FCX	P	2009-09-17	2010-01-25
W	100 SHRS FCX	P	2009-09-21	2010-01-26
X	100 SHRS FCX	P	2009-09-25	2010-01-26
Y	100 SHRS FCX	P	2009-10-28	2010-01-26
Z	100 SHRS FCX	P	2009-11-09	2010-01-26
AA	50 SHRS FCX	P	2009-11-19	2010-01-26
AB	150 SHRS FCX	P	2009-11-27	2010-01-26
AC	100 SHRS FCX	P	2009-12-08	2010-01-26
AD	100 SHRS FCX	P	2010-01-11	2010-01-27

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
AE	500 SHRS GE	P	2010-03-22	2010-04-23
AF	200 SHRS GE	P	2010-03-25	2010-04-23
AG	200 SHRS GE	P	2010-03-26	2010-04-23
AH	100 SHRS GE	P	2010-03-29	2010-04-23
AI	100 SHRS GE	P	2010-03-29	2010-04-27
AJ	400 SHRS GE	P	2010-03-30	2010-04-27
AK	500 SHRS GE	P	2010-03-30	2010-04-27
AL	500 SHRS GE	P	2010-04-16	2010-04-27
AM	500 SHRS GE	P	2010-04-16	2010-04-27
AN	1000 SHRS GE	P	2010-04-19	2010-05-07
AO	500 SHRS GE	P	2010-04-20	2010-05-10
AP	500 SHRS GE	P	2010-04-20	2010-05-11
AQ	100 SHRS GLD	P	2009-12-08	2010-02-10
AR	20 SHRS GOOG	P	2009-09-17	2010-01-14
AS	30 SHRS GOOG	P	2009-09-21	2010-01-14
AT	25 SHRS GOOG	P	2009-09-22	2010-01-15
AU	25 SHRS GOOG	P	2009-09-24	2010-01-15
AV	15 SHRS GOOG	P	2009-09-25	2010-01-19
AW	10 SHRS GOOG	P	2009-10-13	2010-01-19
AX	10 SHRS GOOG	P	2009-10-14	2010-01-19
AY	25 SHRS GOOG	P	2009-10-21	2010-01-19
AZ	25 SHRS GOOG	P	2009-10-26	2010-01-19
BA	20 SHRS GOOG	P	2009-11-16	2010-01-19
BB	20 SHRS GOOG	P	2009-12-17	2010-01-19
BC	10 SHRS GOOG	P	2009-12-23	2010-01-19
BD	20 SHRS GOOG	P	2009-12-28	2010-01-19
BE	30 SHRS GOOG	P	2009-12-29	2010-01-19
BF	50 SHRS GOOG	P	2010-01-19	2010-01-21
BG	20 SHRS GOOG	P	2010-01-19	2010-01-25
BH	30 SHRS GOOG	P	2010-01-19	2010-01-27

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

(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 )
BI	10 SHRS GOOG	P	2010-01-20	2010-01-27
BJ	200 SHRS INTC	P	2010-05-17	2010-05-25
BK	100 SHRS JCI	P	2009-07-08	2010-02-01
BL	100 SHRS JCI	P	2009-07-30	2010-02-01
BM	100 SHRS JCI	P	2009-08-04	2010-02-01
BN	100 SHRS JCI	P	2009-08-12	2010-02-01
BO	100 SHRS JCI	P	2009-08-12	2010-02-01
BP	100 SHRS JCI	P	2009-08-13	2010-02-01
BQ	200 SHRS JCI	P	2009-09-15	2010-02-01
BR	500 SHRS JCI	P	2009-09-17	2010-02-01
BS	500 SHRS JCI	P	2009-12-10	2010-02-01
BT	500 SHRS JCI	P	2009-12-10	2010-02-01
BU	500 SHRS JCI	P	2009-12-17	2010-02-02
BV	500 SHRS JCI	P	2010-01-11	2010-02-02
BW	1 SHRS JCI	P	2010-01-14	2010-02-02
BX	99 SHRS JCI	P	2010-01-14	2010-02-02
BY	900 SHRS JCI	P	2010-01-14	2010-02-02
BZ	1000 SHRS JCI	P	2010-01-15	2010-02-02
CA	1000 SHRS JCI	P	2010-01-19	2010-02-02
CB	1000 SHRS JCI	P	2010-01-26	2010-02-10
CC	200 SHRS JCI	P	2010-03-22	2010-04-14
CD	100 SHRS JCI	P	2010-03-25	2010-04-14
CE	200 SHRS JCI	P	2010-03-26	2010-04-14
CF	200 SHRS JCI	P	2010-03-30	2010-05-03
CG	300 SHRS JCI	P	2010-04-07	2010-05-03
CH	500 SHRS JCI	P	2010-04-20	2010-05-03
CI	500 SHRS JCI	P	2010-04-28	2010-05-07
CJ	500 SHRS JCI	P	2010-04-28	2010-05-07
CK	500 SHRS JCI	P	2010-05-04	2010-05-10
CL	500 SHRS JCI	P	2010-05-04	2010-05-12

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d**

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
CM	200 SHRS KFT	P	2010-05-17	2010-05-25
CN	200 SHRS MCD	P	2010-01-26	2010-02-10
CO	100 SHRS MCD	P	2010-01-26	2010-02-10
CP	200 SHRS MCD	P	2010-01-26	2010-02-10
CQ	500 SHRS MCD	P	2010-01-27	2010-02-10
CR	100 SHRS MOT	P	2010-11-10	2010-12-02
CS	900 SHRS MOT	P	2010-11-10	2010-12-03
CT	100 SHRS USNA	P	2010-05-17	2010-05-25

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price		<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
A	7,820		7,788	32
B	5,213		5,309	-96
C	13,034		13,294	-260
D	7,724		8,019	-295
E	5,149		5,385	-236
F	12,874		13,424	-550
G	12,864		13,424	-560
H	7,718		8,060	-342
I	5,148		5,374	-226
J	25,740		26,840	-1,100
K	25,740		26,980	-1,240
L	2,708		2,554	154
M	4,062		3,819	243
N	6,455		6,365	90
O	12,930		13,240	-310
P	6,110		6,735	-625
Q	1,354		1,347	7
R	5,440		5,388	52
S	6,024		6,115	-91
T	8,133		6,207	1,926
U	8,133		6,164	1,969
V	8,133		6,964	1,169
W	7,973		7,276	697
X	7,973		7,290	683
Y	7,973		8,183	-210
Z	7,956		7,946	10
AA	3,978		4,256	-278
AB	11,933		12,790	-857
AC	7,796		8,481	-685
AD	7,483		8,639	-1,156

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price		<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
AE	9,530		9,120	410
AF	3,812		3,612	200
AG	3,812		3,678	134
AH	1,906		1,885	21
AI	1,880		1,885	-5
AJ	7,520		7,446	74
AK	9,400		9,310	90
AL	9,375		9,555	-180
AM	9,360		9,555	-195
AN	18,640		19,280	-640
AO	9,145		9,790	-645
AP	8,765		9,790	-1,025
AQ	10,287		11,906	-1,619
AR	11,908		9,535	2,373
AS	17,862		14,558	3,304
AT	14,835		12,384	2,451
AU	14,835		12,421	2,414
AV	14,556		12,540	2,016
AW	8,734		7,660	1,074
AX	5,822		5,233	589
AY	14,556		13,794	762
AZ	14,556		13,964	592
BA	11,568		11,350	218
BB	11,568		11,929	-361
BC	5,784		5,969	-185
BD	11,568		12,014	-446
BE	17,352		18,298	-946
BF	29,090		29,247	-157
BG	11,536		11,699	-163
BH	16,781		17,548	-767

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

<b>(e)</b> Gross sales price		<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
BI	5,594		5,907	-313
BJ	4,182		4,566	-384
BK	2,835		2,098	737
BL	2,835		2,523	312
BM	2,835		2,473	362
BN	2,835		2,699	136
BO	2,835		2,737	98
BP	2,835		2,613	222
BQ	5,671		5,392	279
BR	5,671		5,402	269
BS	14,177		13,588	589
BT	14,177		13,580	597
BU	14,155		13,935	220
BV	14,155		14,750	-595
BW	18		29	-11
BX	2,804		2,863	-59
BY	25,488		25,947	-459
BZ	28,320		29,890	-1,570
CA	28,350		29,580	-1,230
CB	27,919		29,300	-1,381
CC	6,412		6,444	-32
CD	3,206		3,252	-46
CE	6,412		6,608	-196
CF	6,632		6,708	-76
CG	9,948		10,033	-85
CH	16,585		16,720	-135
CI	16,240		17,400	-1,160
CJ	16,240		17,290	-1,050
CK	15,830		17,330	-1,500
CL	15,075		17,330	-2,255

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h**

	<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
CM	5,940		6,072	-132
CN	12,648		12,691	-43
CO	6,324		6,341	-17
CP	12,648		12,682	-34
CQ	31,620		32,185	-565
CR	765		820	-55
CS	6,965		7,380	-415
CT	3,587		3,749	-162

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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) F M V as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any
A			32
B			-96
C			-260
D			-295
E			-236
F			-550
G			-560
H			-342
I			-226
J			-1,100
K			-1,240
L			154
M			243
N			90
O			-310
P			-625
Q			7
R			52
S			-91
T			1,926
U			1,969
V			1,169
W			697
X			683
Y			-210
Z			10
AA			-278
AB			-857
AC			-685
AD			-1,156

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I**

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) 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	
AE			410
AF			200
AG			134
AH			21
AI			-5
AJ			74
AK			90
AL			-180
AM			-195
AN			-640
AO			-645
AP			-1,025
AQ			-1,619
AR			2,373
AS			3,304
AT			2,451
AU			2,414
AV			2,016
AW			1,074
AX			589
AY			762
AZ			592
BA			218
BB			-361
BC			-185
BD			-446
BE			-946
BF			-157
BG			-163
BH			-767

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

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) 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	
BI			-313
BJ			-384
BK			737
BL			312
BM			362
BN			136
BO			98
BP			222
BQ			279
BR			269
BS			589
BT			597
BU			220
BV			-595
BW			-11
BX			-59
BY			-459
BZ			-1,570
CA			-1,230
CB			-1,381
CC			-32
CD			-46
CE			-196
CF			-76
CG			-85
CH			-135
CI			-1,160
CJ			-1,050
CK			-1,500
CL			-2,255

**Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l**

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69		<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))	
<b>(i)</b> FM V as of 12/31/69		<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any
CM			-132
CN			-43
CO			-17
CP			-34
CQ			-565
CR			-55
CS			-415
CT			-162

**Form 990PF Part XV Line 1a - 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).**

STUART W BRAINERD

ANDREW W BRAINERD

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
AMERICAN PARKINSON DISEASE ASSOCIATION INC 135 PARKINSON AVE STATEN ISLAND, NY 10305	NONE	PUBLIC CHARITY	CHARITABLE	100
AMERICANS UNITED FOR CHURCH AND STATE 1301 K ST NW STE 850 EAST TOWER WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	CHARITABLE	1,000
CATHOLICS FOR FREE CHOICE 140 S DEARBORN ST CHICAGO, IL 60603	NONE	PUBLIC CHARITY	CHARITABLE	1,000
CENTER FOR REPRODUCTIVE RIGHTS 120 WALL ST NEW YORK, NY 10005	NONE	PUBLIC CHARITY	CHARITABLE	1,000
COLLEGE ART ASSOCIATION 257 7TH AVE 1800 NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE	1,000
COMPASSION & CHOICES PO BOX 101810 DENVER, CO 80250	NONE	PUBLIC CHARITY	CHARITABLE	500
DOCTORS WITHOUT BORDERS 333 7TH AVE 2ND FLOOR NEW YORK, NY 10001	NONE	PUBLIC CHARITY	CHARITABLE	4,500
ILLINOIS TAXPAYERS EDUCATION FOUNDATION 407 S DEARBORN STE 1170 CHICAGO, IL 60605	NONE	PUBLIC CHARITY	CHARITABLE	500
INTERMUSEUM CONSERVATION ASSOCIATION 2915 DETROIT AVE CLEVELAND, OH 44113	NONE	PUBLIC CHARITY	CHARITABLE	500
OLD ISLAND RESTORATION FOUNDATION 322 DUVAL ST KEY WEST, FL 33040	NONE	PUBLIC CHARITY	CHARITABLE	500
NARAL FOUNDATION 1156 15TH ST NW STE 700 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	CHARITABLE	500
NATIONAL WOMEN'S HISTORY MUSEUM 205 S WHITING ST STE 254 ALEXANDRIA, VA 22304	NONE	PUBLIC CHARITY	CHARITABLE	250
NEWBERRY LIBRARY 60 W WALTON ST CHICAGO, IL 60610	NONE	PUBLIC CHARITY	CHARITABLE	500
PLANNED PARENTHOOD 18 S MICHIGAN AVE 6TH FLOOR CHICAGO, IL 60603	NONE	PUBLIC CHARITY	CHARITABLE	3,000
POETRY SOCIETY OF AMERICA 15 GRAMERCY PARK SOUTH NEW YORK, NY 10003	NONE	PUBLIC CHARITY	CHARITABLE	1,000
<b>Total . . . . .</b>				26,350

**Form 990PF Part XV Line 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)				
<b>a</b> <i>Paid during the year</i>				
PUBLIC CAMPAIGN 1320 19TH ST STE M-1 WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	CHARITABLE	500
PUBLIC CITIZEN FOUNDATION 1600 20TH ST NW WASHINGTON,DC 20009	NONE	PUBLIC CHARITY	CHARITABLE	2,000
SMILE TRAIN 41 MADISON AVE 28TH FLOOR NEW YORK,NY 10010	NONE	PUBLIC CHARITY	CHARITABLE	500
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY,AL 36104	NONE	PUBLIC CHARITY	CHARITABLE	1,000
THE MCCORMICK FOUNDATION 435 N MICHIGAN AVE STE 770 CHICAGO,IL 60611	NONE	PUBLIC CHARITY	CHARITABLE	3,500
VANDERCOOK COLLEGE 3140 S FEDERAL ST CHICAGO,IL 60616	NONE	PUBLIC CHARITY	CHARITABLE	2,500
YOUNG WOMEN'S LEADERSHIP CHARTER SCHOOL 2641 S CALUMET AVE CHICAGO,IL 60616	NONE	PUBLIC CHARITY	CHARITABLE	500
<b>Total . . . . .</b>			<b>3a</b>	26,350

## TY 2010 Accounting Fees Schedule

**Name:** THE BRACKTHORN FOUNDATION CO ANDREW BRAINERD

**EIN:** 36-3668992

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL FEES	1,390	313	0	0

**TY 2010 Investments Corporate  
Stock Schedule**

**Name:** THE BRACKTHORN FOUNDATION CO ANDREW BRAINERD

**EIN:** 36-3668992

Name of Stock	End of Year Book Value	End of Year Fair Market Value
INVESTMENTS	205,998	235,824

## TY 2010 Other Expenses Schedule

**Name:** THE BRACKTHORN FOUNDATION CO ANDREW BRAINERD

**EIN:** 36-3668992

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DUES AND SUBSCRIPTIONS	200	200	0	0
BANK CHARGES	217	217	0	0
OFFICE EXPENSE	5,100	900	0	0

**TY 2010 Taxes Schedule**

**Name:** THE BRACKTHORN FOUNDATION CO ANDREW BRAINERD

**EIN:** 36-3668992

<b>Category</b>	<b>Amount</b>	<b>Net Investment Income</b>	<b>Adjusted Net Income</b>	<b>Disbursements for Charitable Purposes</b>
FRANCHISE TAXES	15	0	0	0